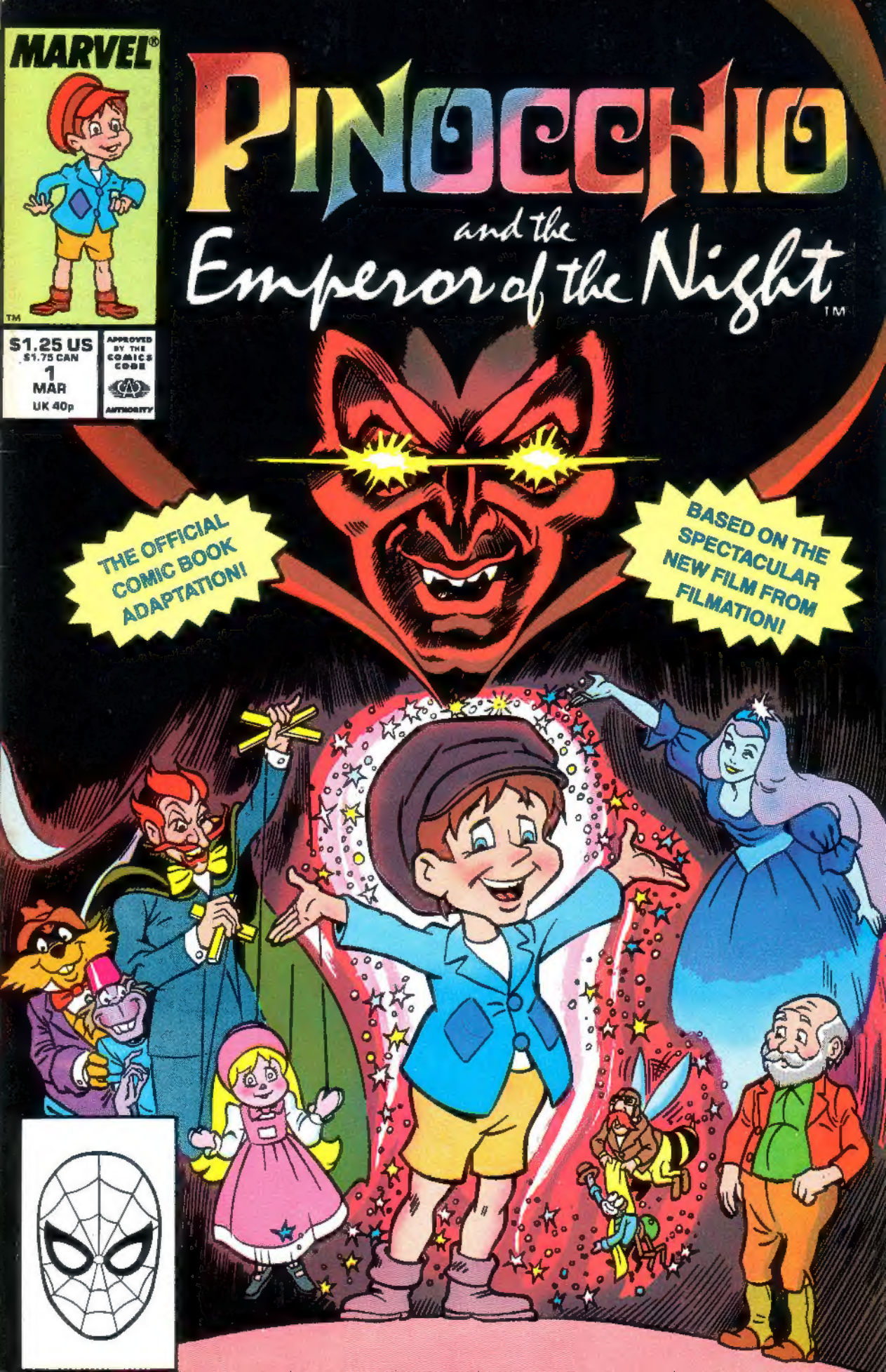
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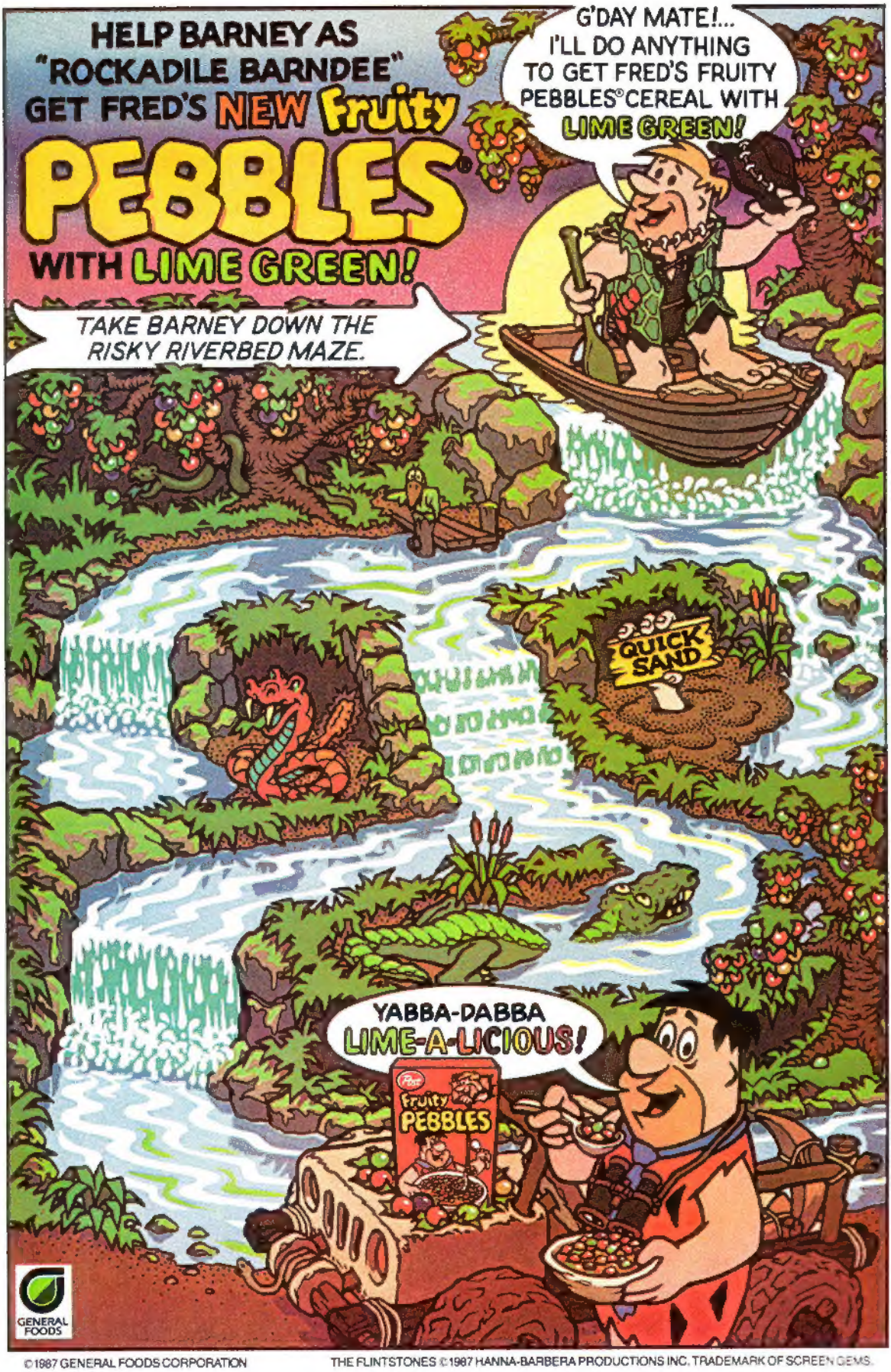
HELP BARNEY AS "ROCKADILE BARNDEE" GET FRED'S NEW Fruity PEBBLES® WITH LIME GREEN!
G'DAY MATE!... I'LL DO ANYTHING TO GET FRED'S FRUITY PEBBLES® CEREAL WITH LIME GREEN!
TAKE BARNEY DOWN THE RISKY RIVERBED MAZE.
QUICK SAND
YABBA-DABBA LIME-A-LICIOUS!
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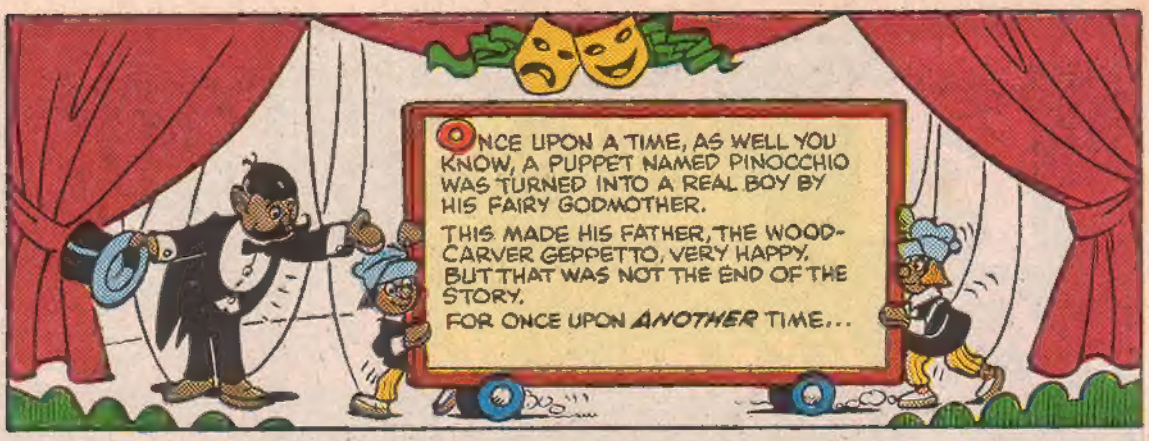
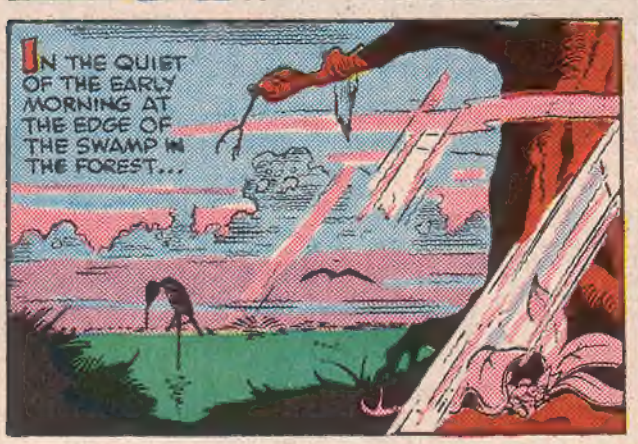
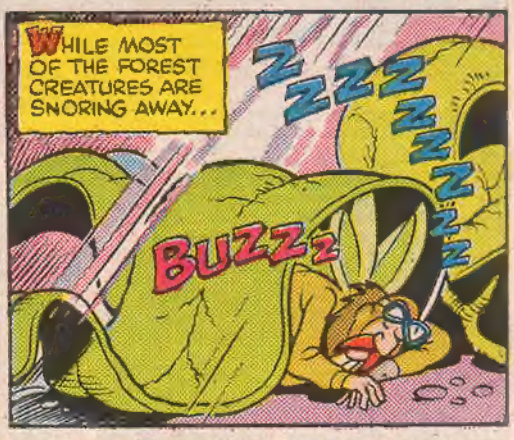
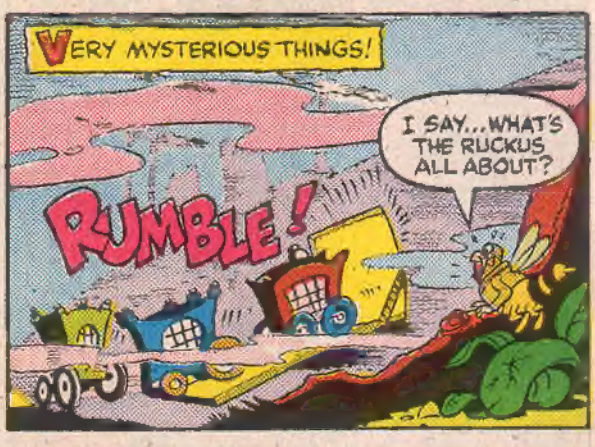
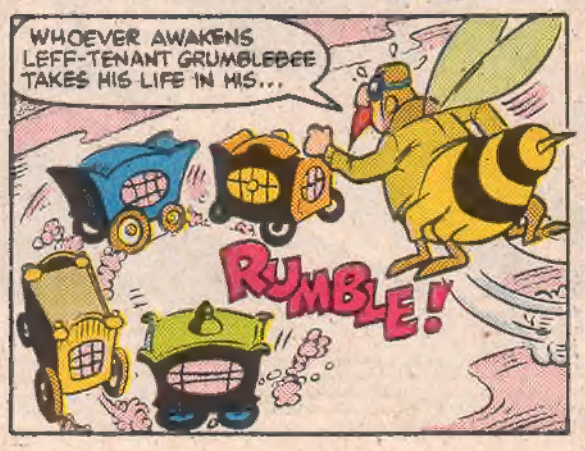

ONCE UPON A TIME, AS WELL YOU KNOW, A PUPPET NAMED PINOCCHIO WAS TURNED INTO A REAL BOY BY HIS FAIRY GODMOTHER.
THIS MADE HIS FATHER, THE WOOD-CARVER GEPPETTO, VERY HAPPY. BUT THAT WAS NOT THE END OF THE STORY.
FOR ONCE UPON ANOTHER TIME...

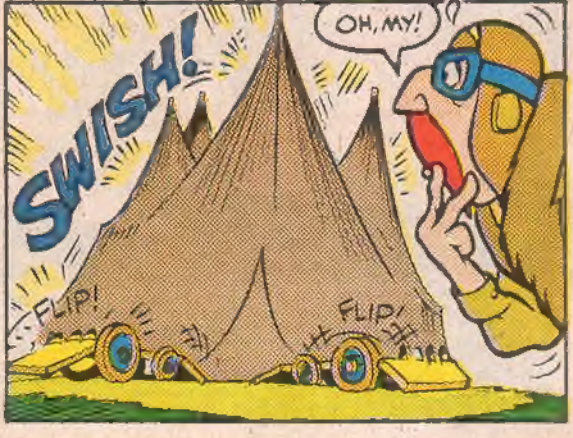

IN THE QUIET OF THE EARLY MORNING AT THE EDGE OF THE SWAMP IN THE FOREST...


WHILE MOST OF THE FOREST CREATURES ARE SNORING AWAY...
ZZZZ ZZZZ ZZZZ
BUZZZZ

...MYSTERIOUS THINGS ARE TAKING PLACE...
ZZZ... HUH?


VERY MYSTERIOUS THINGS!
I SAY... WHAT'S THE RUCKUS ALL ABOUT?
RUMBLE!


WHOEVER AWAKENS LEFF-TENANT GRUMBLEBEE TAKES HIS LIFE IN HIS...
RUMBLE!


SWISH!
OH, MY!
FLIP!
FLIP!

PINOCCHIO
and the
Emperor of the Night™
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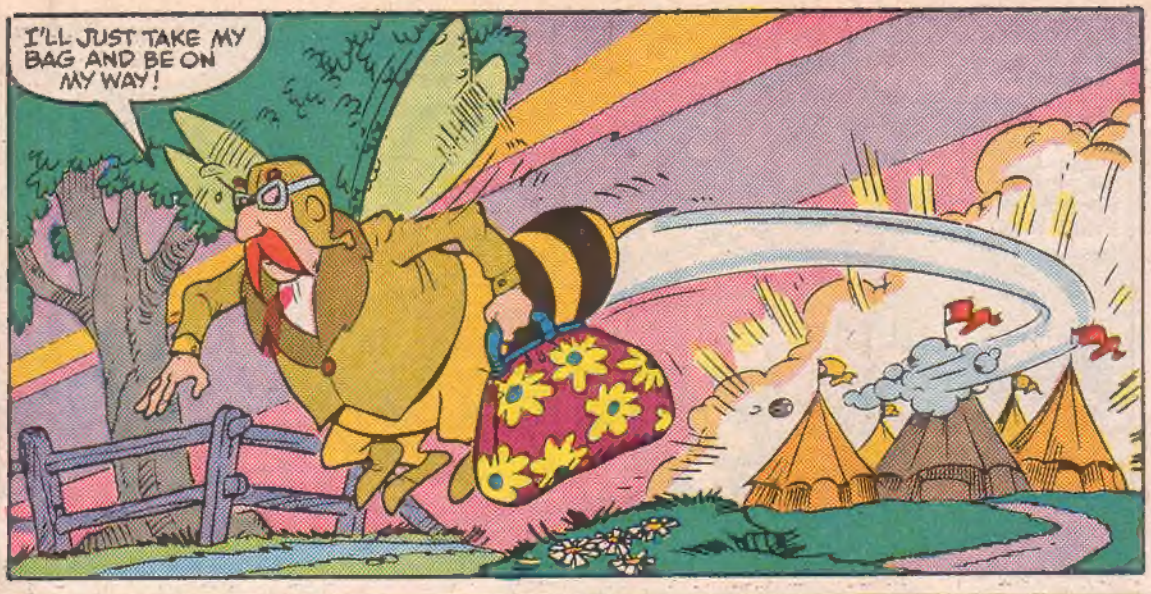
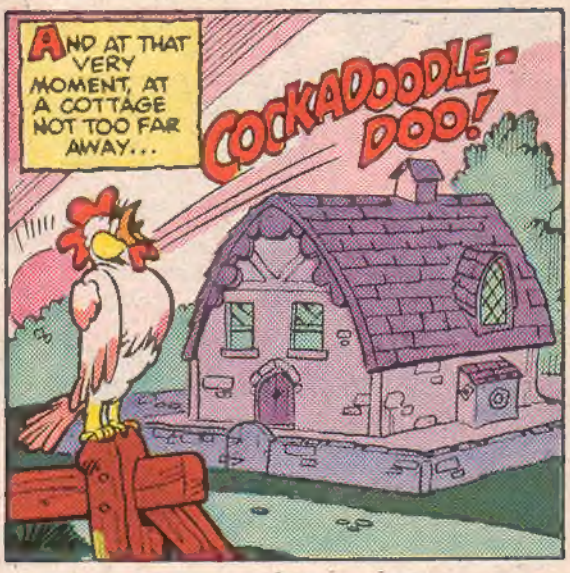
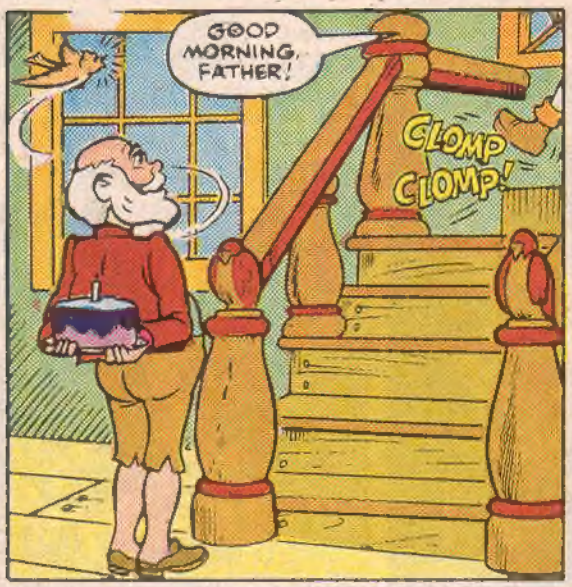
PENCILED BY: BEN BROWN
INKED BY: JACKIE ROETTCHER
LETTERED BY: JOE ROSEN
COLORED BY: GEORGE ROUSSOS
EDITED BY: BOB BUDIANSKY
ED. IN CHIEF: TOM DE FALCO
JUST AS YOU SAID, YOUR DARKNESS... IT'S PERFECT!
YES... A PERFECT SPOT FOR THE CARNIVAL!
GULP! FAR BE IT FOR ME TO STAND IN THE WAY OF A CARNIVAL!

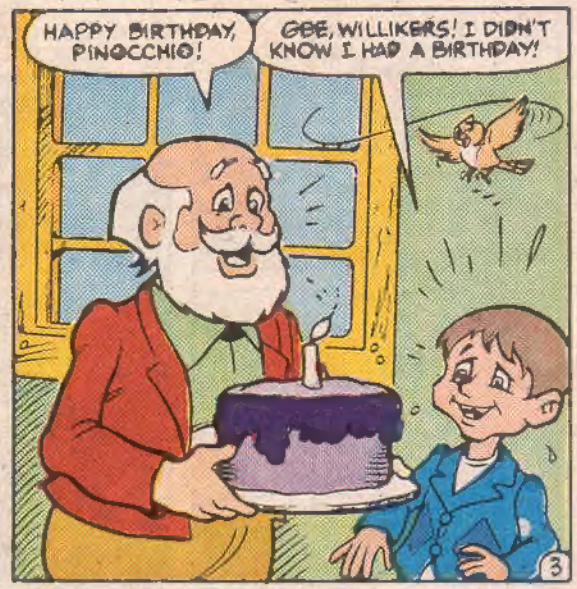
PINOCCHIO AND THE EMPEROR OF THE NIGHT™ Vol. 1, No. 1, March, 1988 issue. Published by MARVEL COMICS, A NEW WORLD COMPANY. James E. Galton President. Stan Lee Publisher. Michael Hobson, Group Vice-President. Milton Sonderman Vice-President Production. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Copyright © 1987 Filmation Associates. PINOCCHIO AND THE EMPEROR OF THE NIGHT™, and the following character names are trademarks of Filmation Associates: BEE-ATRICE™, EMPEROR OF THE NIGHT™, FAIRY GODMOTHER™, GEE WILLIKERS™, GEPPETTO™, GRUMBLEBEE™, IGOR™, PINOCCHIO™, PUPPETINO™, SCALAWAG™, TWINKLE™. All advertising and editorial material copyright © 1987 by Marvel Entertainment Group, Inc. All rights reserved. Price $1.25 per copy in the U.S. and $1.75 in Canada. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition.


I'LL JUST TAKE MY BAG AND BE ON MY WAY!


AND AT THAT VERY MOMENT, AT A COTTAGE NOT TOO FAR AWAY...
COCKADOODLE-DOO!

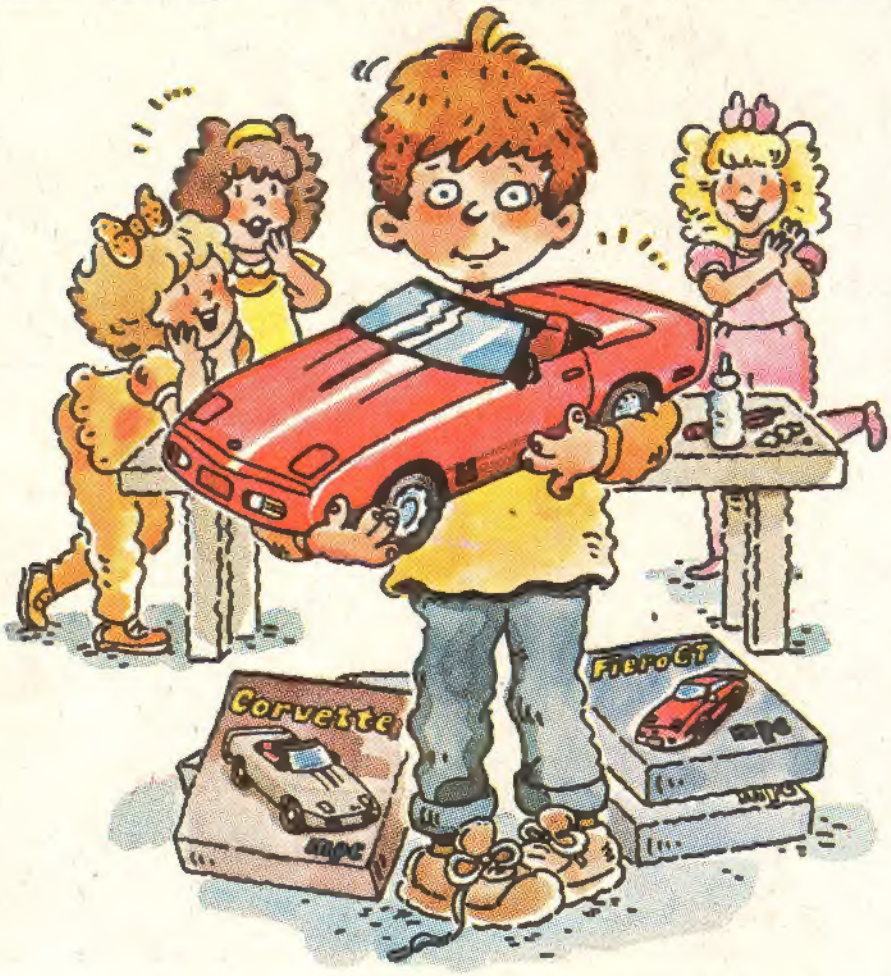
THE OLD WOODCARVER NAMED GEPPETTO GETS READY FOR A VERY IMPORTANT DAY.
I HEAR HIM, ALOUETTE, AND I CAN'T WAIT TO SEE THE LOOK ON HIS FACE!
CHIRP! CHIRP!


GOOD MORNING, FATHER!
CLOMP CLOMP!


HAPPY BIRTHDAY, PINOCCHIO!
GEE, WILLIKERS! I DIDN'T KNOW I HAD A BIRTHDAY!
3

YOU'VE BEEN A REAL, LIVE BOY FOR A YEAR NOW, MY SON...
...AND REAL CHILDREN HAVE BIRTHDAYS EVERY YEAR!
AND YOU CAN'T HAVE A BIRTHDAY WITHOUT A PARTY!
YAY! A PARTY!
NOW MAKE A WISH AND BLOW OUT THE CANDLE!
OH, I WISH MY FAIRY GODMOTHER WAS HERE SO I COULD THANK HER!
SIGH!
IF IT WEREN'T FOR HER, I'D STILL BE A PUPPET!
AND THE VERY MOMENT PINOCCHIO BLOWS OUT THE CANDLE...
...A BLUE GLOW WASHES OVER THE ROOM...
...AND...
FAIRY GODMOTHER! YOU HEARD MY WISH!
4

BODY BUILDER



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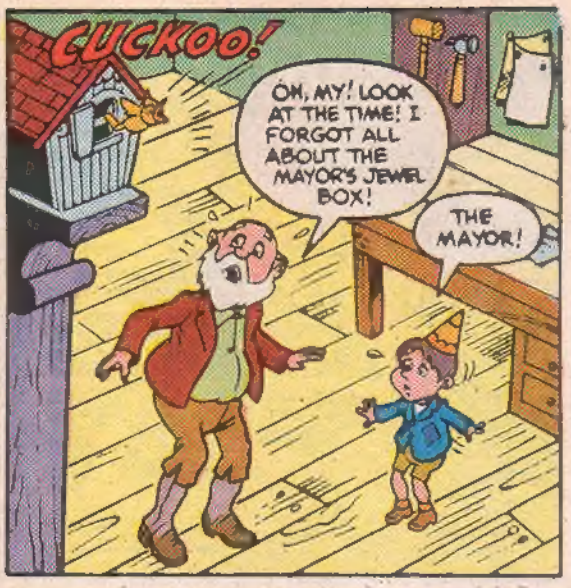
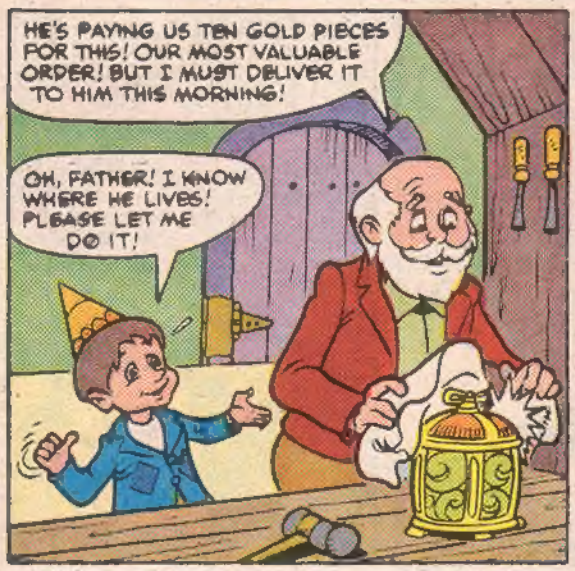
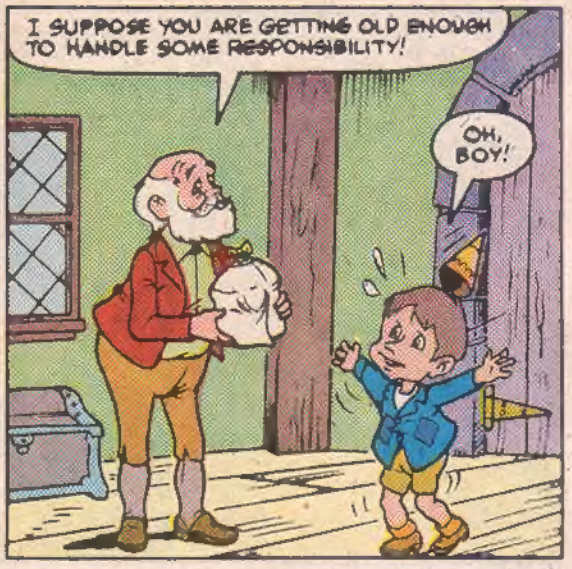
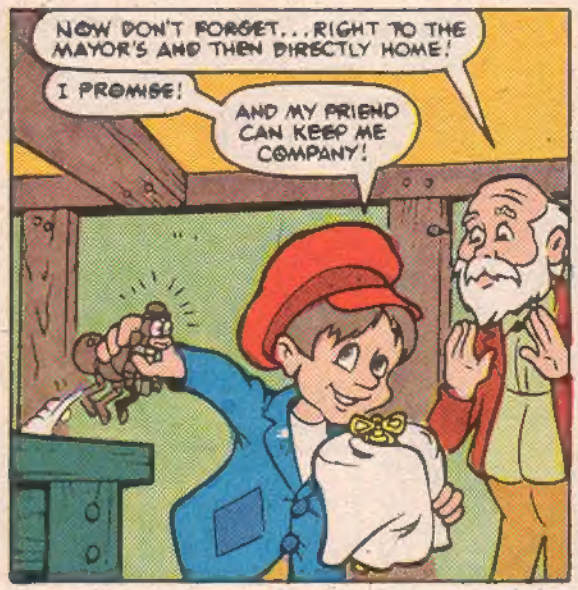
I HAD TO COME TODAY AND WISH YOU A HAPPY BIRTHDAY, PINOCCHIO! I AM SO PROUD OF YOU!
WE ALL ARE. JUST LOOK AT WHAT HE CAN DO! AND HE LEARNS EVERYTHING SO FAST!
THE GLOWBUG LOOKS ALMOST ALIVE!
YOU MADE HIM WITH LOVE, PINOCCHIO, AND IF HE WERE ALIVE HE'D HAVE A LOVING HEART!
ALL HE LACKS IS THE GIFT OF FREEDOM!
YOU WERE GIVEN THAT GIFT, PINOCCHIO, WHEN YOU BECAME A REAL BOY! AND FREEDOM IS SOMETHING THAT SHOULD NEVER BE GIVEN UP!
DON'T FORGET THAT, PINOCCHIO. IF YOU LOSE YOUR FREEDOM, YOU MIGHT EVEN BECOME A PUPPET AGAIN!
WHO WOULD DO THAT TO ME?
AND NOW I MUST GO!
HAPPY BIRTHDAY AND ENJOY YOUR PRESENT!
PRESENT? WHAT PRESENT?
5

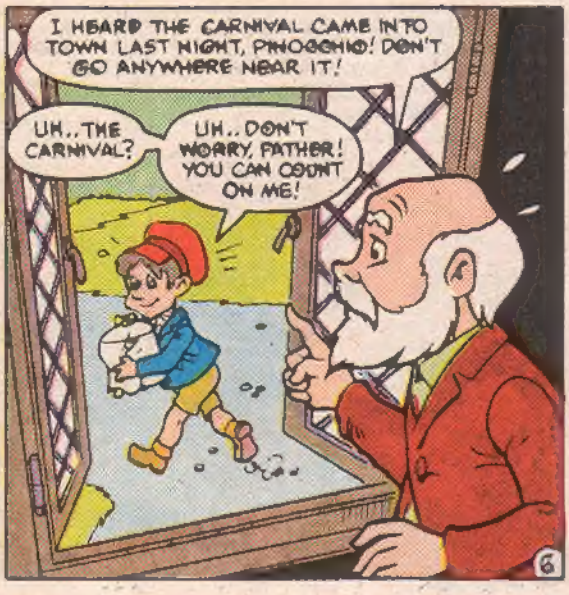
FATHER, SHE'S DISAPPEARED! AND I NEVER EVEN SAID GOOD-BYE!
THERE NOW, SON, I'M SURE SHE KNOWS!


CUCKOO!
OH, MY! LOOK AT THE TIME! I FORGOT ALL ABOUT THE MAYOR'S JEWEL BOX!
THE MAYOR!


HE'S PAYING US TEN GOLD PIECES FOR THIS! OUR MOST VALUABLE ORDER! BUT I MUST DELIVER IT TO HIM THIS MORNING!
OH, FATHER! I KNOW WHERE HE LIVES! PLEASE LET ME DO IT!

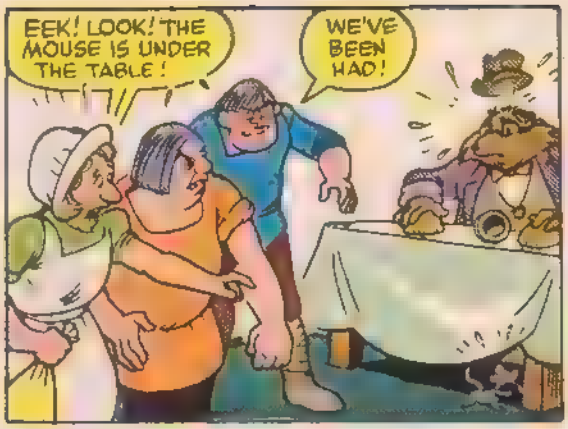

I SUPPOSE YOU ARE GETTING OLD ENOUGH TO HANDLE SOME RESPONSIBILITY!
OH, BOY!

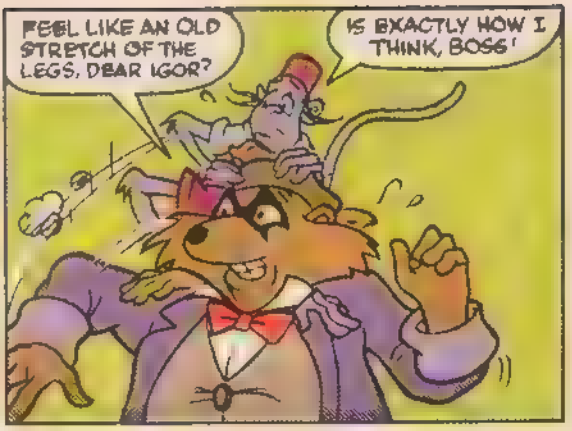

NOW DON'T FORGET... RIGHT TO THE MAYOR'S AND THEN DIRECTLY HOME!
I PROMISE!
AND MY FRIEND CAN KEEP ME COMPANY!

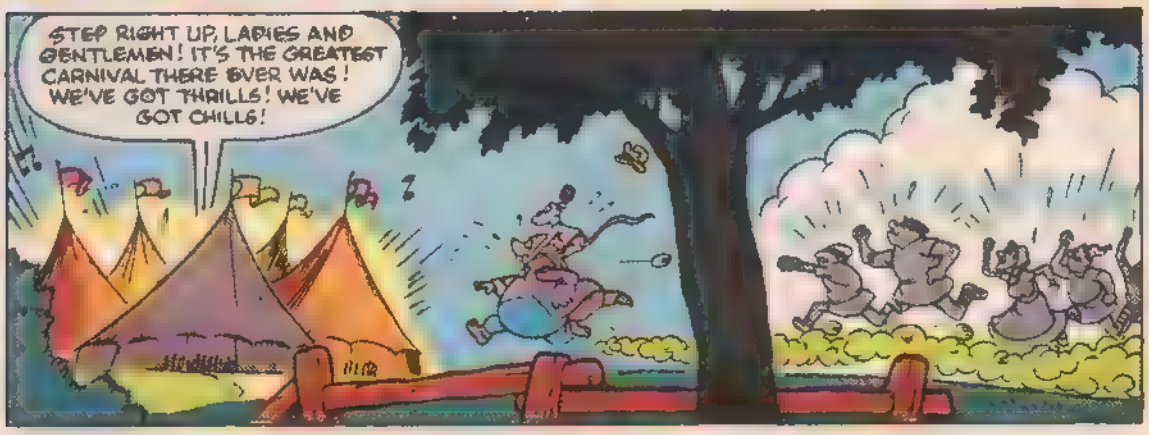

I HEARD THE CARNIVAL CAME INTO TOWN LAST NIGHT, PINOCCHIO! DON'T GO ANYWHERE NEAR IT!
UH.. THE CARNIVAL?
UH.. DON'T WORRY, FATHER! YOU CAN COUNT ON ME!

OH MY! THAT CARNIVAL SURE LOOKS LIKE FUN!
YAAAAY!
OH, BOY!
MAYBE JUST A LITTLE PEEK WON'T HURT!
BUT YOU PROMISED!
I DID, BUT--WAIT A MINUTE--WHO SAID THAT?
MB! DOWN HERE!
Y-YOU'RE ALIVE?
OF COURSE I'M ALIVE! I'M YOUR BIRTHDAY PRESENT! YOUR FAIRY GODMOTHER GAVE ME LIFE...JUST AS SHE DID FOR YOU!
OH, MY! WHAT'S YOUR NAME?
YOU CARVED ME, SO IT'S ONLY RIGHT THAT YOU GIVE ME A NAME!
ME? GEE WILLIKERS!

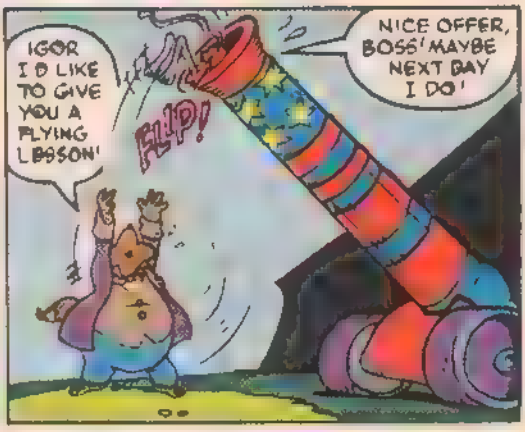
WILLIKERS! GOT A NICE RING TO IT--THEN WILLIKERS IT IS!
NOW LET'S GET ON TO THE MAYOR'S!
YEAH I GUESS YOU'RE RIGHT
BUT JUST A QUICK STOP AT THE CARNIVAL CAN'T HURT!
OOOO
JUST DOWN THAT ROAD AND NOT VERY FAR FROM THE CARNIVAL
JUST FIND WHICH SHELL THE MOUSE IS UNDER AND YOU'LL BE RICH BEYOND YOUR DREAMS!
I'M SURE YOU FELLOWS ARE SMARTER THAN OLD SYLVESTER J. SCALAWAG!
WHILE I, HIS PARTNER IGOR, MAKES HIMSELF AT HOME WITH YOUR POCKETS!
I'LL PICK THAT ONE
THAT ONE IT.
IS MY FRIEND
FLIP!
TOO BAD. WE'LL TRY ANOTHER GAME?
IT'S EMPTY I'VE LOST AGAIN
8


EEK! LOOK! THE MOUSE IS UNDER THE TABLE!
WE'VE BEEN HAD!

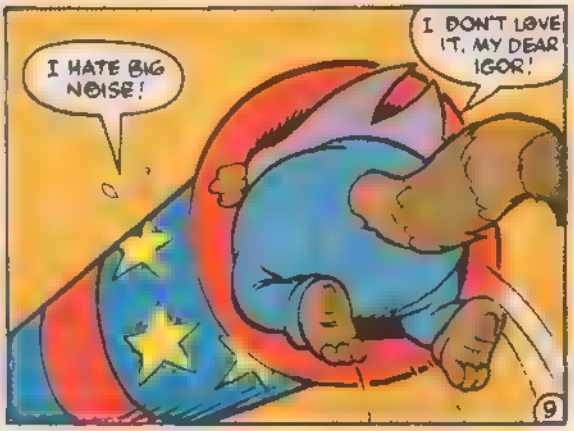

FEEL LIKE AN OLD STRETCH OF THE LEGS, DEAR IGOR?
IS EXACTLY HOW I THINK, BOSS!


STEP RIGHT UP, LADIES AND GENTLEMEN! IT'S THE GREATEST CARNIVAL THERE EVER WAS! WE'VE GOT THRILLS! WE'VE GOT CHILLS!

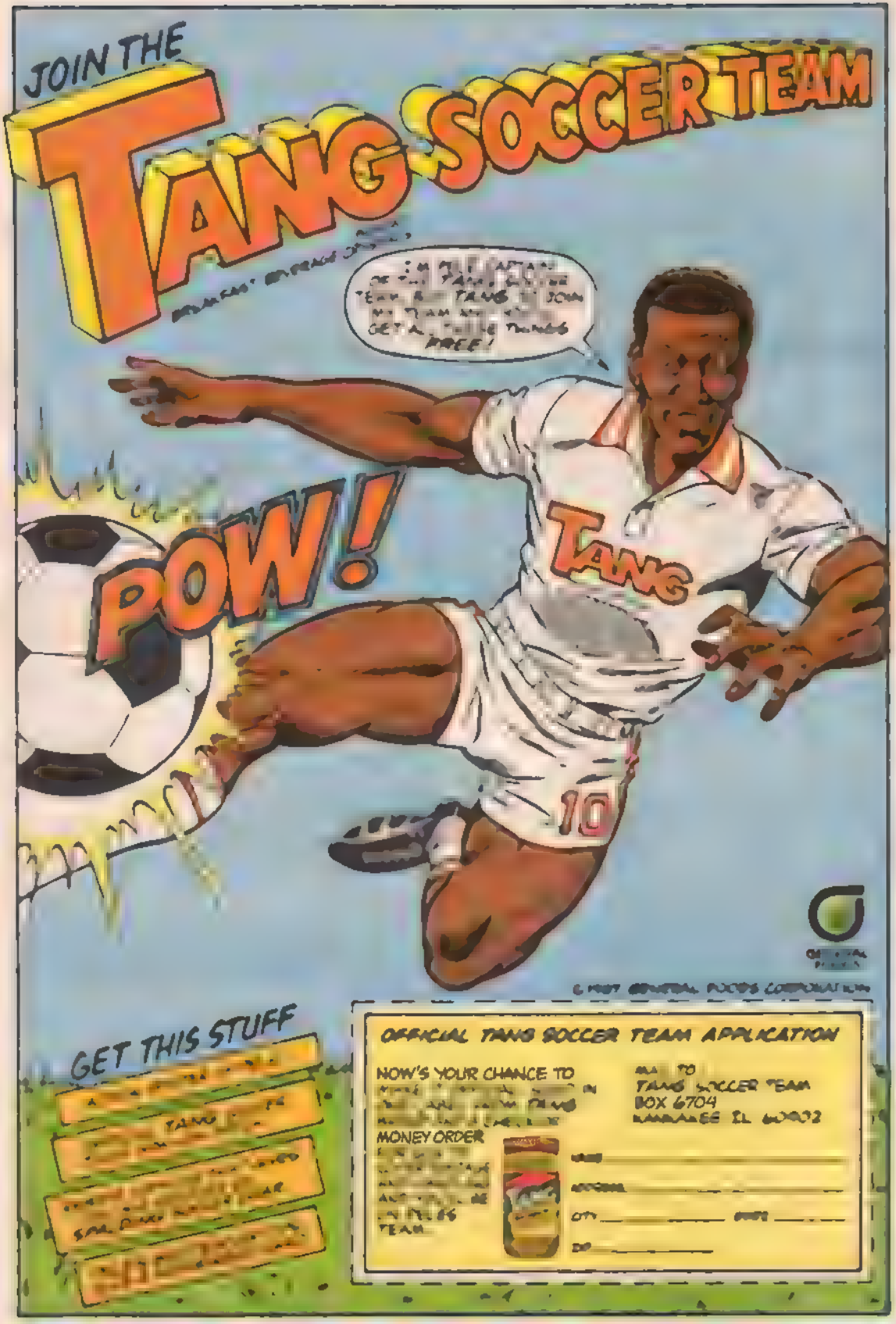
THERE THEY ARE! LET'S GET THEM!
SEE THE HUMAN CANNON BALL


IGOR I'D LIKE TO GIVE YOU A FLYING LESSON!
NICE OFFER, BOSS! MAYBE NEXT DAY I DO!
FLIP!

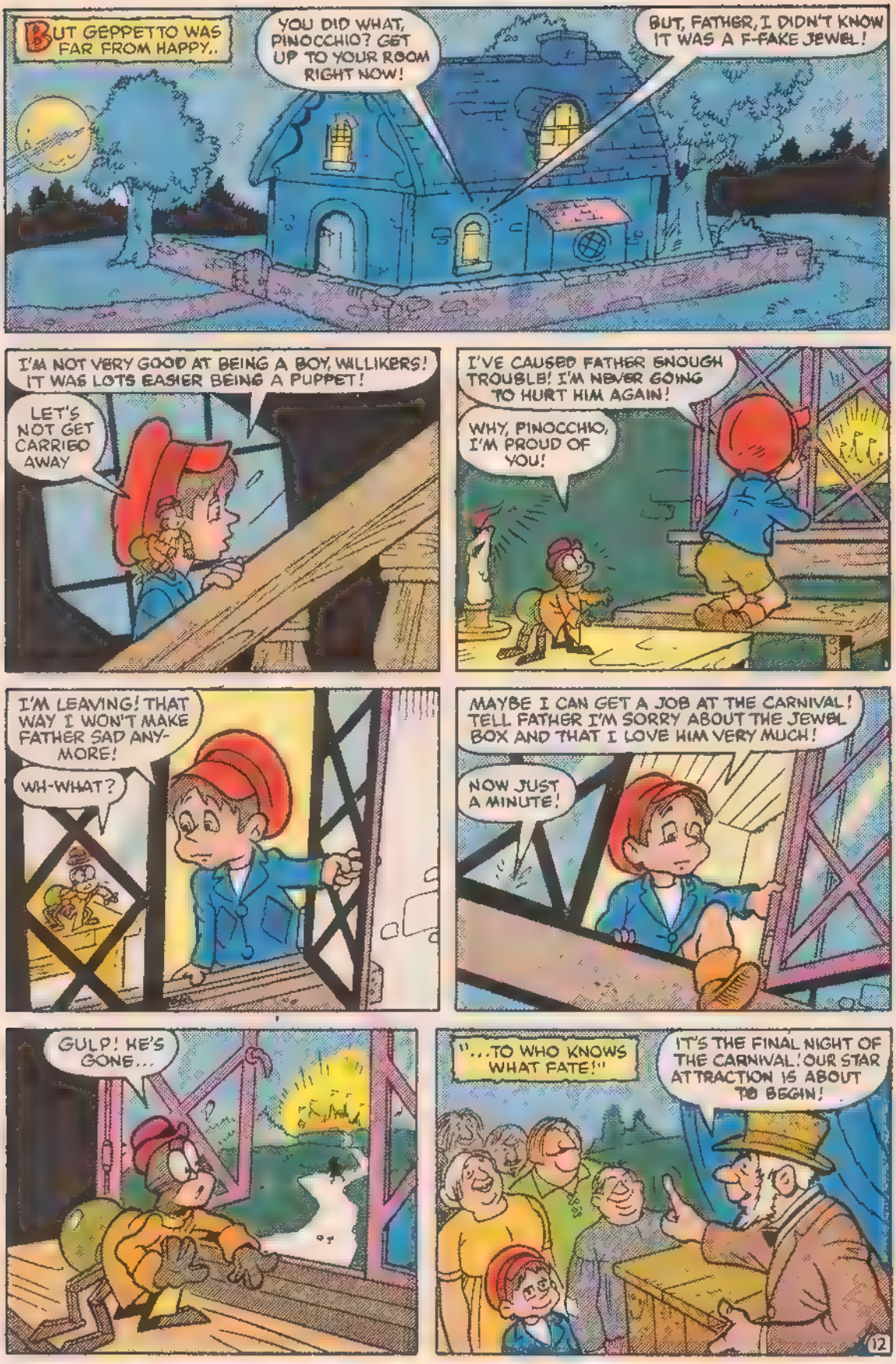
I'M AFRAID TOMORROW MAY BE TOO LATE, MY FRIEND!
S-S-SPUT!


I HATE BIG NOISE!
I DON'T LOVE IT, MY DEAR IGOR!

BOOOOMM!
UH-OH!
SPLAT!
ANOTHER PERFECT LANDING!
SYLVESTER J. SCALAWAG AT YOUR SERVICE. AND YOU ARE--
DIZZY... UH, I MEAN PINOCCHIO!
A SPLENDID NAME! ROLLS RIGHT OFF THE TONGUE. MY COLLEAGUE --IGOR!
IS PLEASURE TO MEET YOU!
HO BOY!
I-I'D BETTER BE GOING NICE MEETING YOU!
MR. PINOCCHIO, WAIT! WON'T YOU GIVE US A MOMENT OF YOUR TIME?
LET'S GET AWAY FROM THESE CLOWNS!
10


JOIN THE
TANG SOCCER TEAM
POW!
TANG
10
GET THIS STUFF
OFFICIAL TANG SOCCER TEAM APPLICATION
NOW'S YOUR CHANCE TO
MONEY ORDER
TANG SOCCER TEAM
BOX 6704
NAME
ADDRESS
CITY
STATE
ZIP

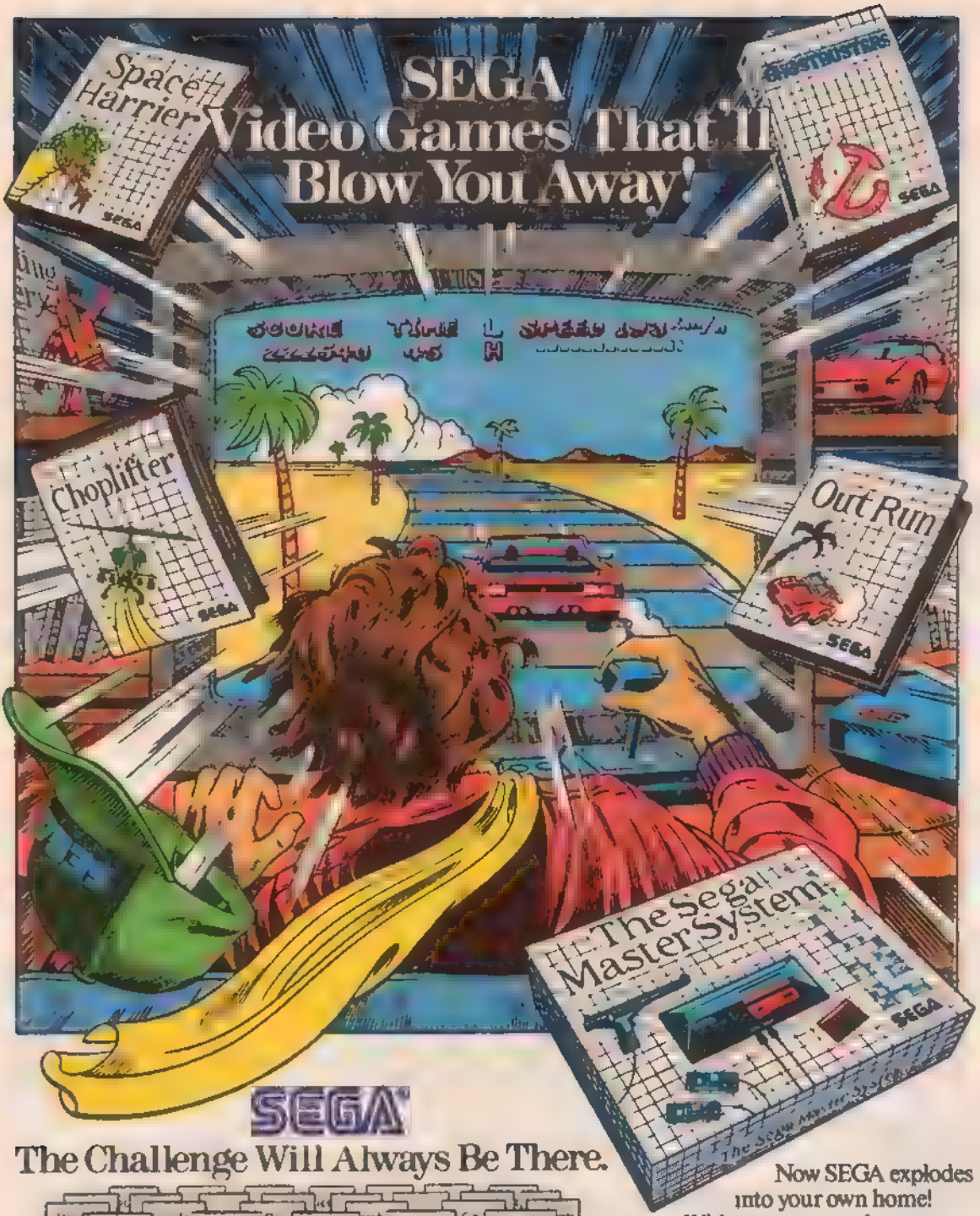
WE'D LIKE TO GIVE YOU A CHANCE TO IMPROVE OUR--UH, THAT IS, YOUR FINANCIAL POSITION WITH A LITTLE GAME OF CHANCE!
PINOCCHIO, LET'S GET GOING!
FLIP!
ACEY-DEUCEY, NINE-CARD-NO-DRAW, HIGH BALL, LOW BALL, IN-BETWEEN BALL, OR EVEN AROUND-THE-WORLD-NO TRUMP!
FLICK!
WE'RE NOT INTERESTED IN ANY GAMES OF CHANCE!
AND I'VE GOT TO RUN ALONG AND GET THIS JEWEL BOX TO THE MAYOR!
HE'S PAYING MY FATHER TEN PIECES OF GOLD FOR IT!
TEN GOLD PIECES? IS INSULT!
IGOR, PLEASE SHOW PINOCCHIO THE PHARAOH'S RUBY!
IT IS?
BUT, BOSS, IS MOST BEST RUBY IN WHOLE WORLD!
SAY NO MORE, IGOR! MY MIND IS MADE UP I AM OFFERING IT TO PINOCCHIO FOR HIS JEWEL BOX!
IT'S SO BEAUTIFUL!
PINOCCHIO, DON'T YOU--
KICK!
IT'S A DEAL! MY FATHER WILL BE SO HAPPY!
...DO IT!


BUT GEPPETTO WAS FAR FROM HAPPY..
YOU DID WHAT, PINOCCHIO? GET UP TO YOUR ROOM RIGHT NOW!
BUT, FATHER, I DIDN'T KNOW IT WAS A F-FAKE JEWEL!
I'M NOT VERY GOOD AT BEING A BOY, WILLIKERS! IT WAS LOTS EASIER BEING A PUPPET!
LET'S NOT GET CARRIED AWAY
I'VE CAUSED FATHER ENOUGH TROUBLE! I'M NEVER GOING TO HURT HIM AGAIN!
WHY, PINOCCHIO, I'M PROUD OF YOU!
I'M LEAVING! THAT WAY I WON'T MAKE FATHER SAD ANY-MORE!
WH-WHAT?
MAYBE I CAN GET A JOB AT THE CARNIVAL! TELL FATHER I'M SORRY ABOUT THE JEWEL BOX AND THAT I LOVE HIM VERY MUCH!
NOW JUST A MINUTE!
GULP! HE'S GONE...
"...TO WHO KNOWS WHAT FATE!"
IT'S THE FINAL NIGHT OF THE CARNIVAL! OUR STAR ATTRACTION IS ABOUT TO BEGIN!

AND NOW, LADIES AND GENTLEMEN, PUPPETINO, THE WORLD'S GREATEST PUPPET MASTER PRESENTS...
...TWINKLE, THE WORLD'S MOST BEAUTIFUL PUPPET!
SHE IS BEAUTIFUL!
♫ DO WHAT MAKES YOU HAPPY NO HOME TO GO TO, NO ONE TO HOLD YOU! ♫
NO, YOU'RE WRONG, TWINKLE! IT'S WONDERFUL TO HAVE A HOME, AND A FATHER TO GO TO!
YAY! GOOD SHOW! WHAT A PERFORMANCE!
CLAP!
OH, I NEVER WANT TO BE A PUPPET AGAIN. I'M GOING HOME!
CLAP!
I JUST WISH I COULD TAKE TWINKLE WITH ME!
HOLD ON THERE YOU! YOU LOOK LIKE A PUPPET I SAW ONCE! NAME WAS PISTACHIO!
IT'S PINOCCHIO! AND I'VE BEEN TURNED INTO A REAL BOY!
SHAME YOU'RE LEAVING PINOCCHIO! TWINKLE HERE WAS HOPING YOU'D DANCE WITH HER!
SHE W-WAS?
13

YOU LOOK LIKE A VERY TALENTED BOY--YOU HAVE ALL THE MAKINGS OF A BIG STAR!
WELL, MAYBE JUST A LITTLE STAR.
OF COURSE YOU'D HAVE TO SHOW PUPPETINO THAT YOU COULD SING AND ACT!
SINGING, ACTING IS NO PROBLEM, MR. PUPPETINO!
BUT MY MAIN THING IS DANCING! I REALLY AM A PRETTY FAIR DANCER!
WHY DON'T YOU SHOW THE LADY A FEW STEPS?
WELL, I SUPPOSE I MIGHT!
OH, NO!
HEH HEH!
I CAN'T STOP!
NO! HELP!
PLEA--
YOU'LL STOP NOW ONLY WHEN I WANT YOU TO... JUST LIKE THE REST OF MY PUPPETS!
14

SEGA Video Games That'll Blow You Away!



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SEGA's gonna blow you away!

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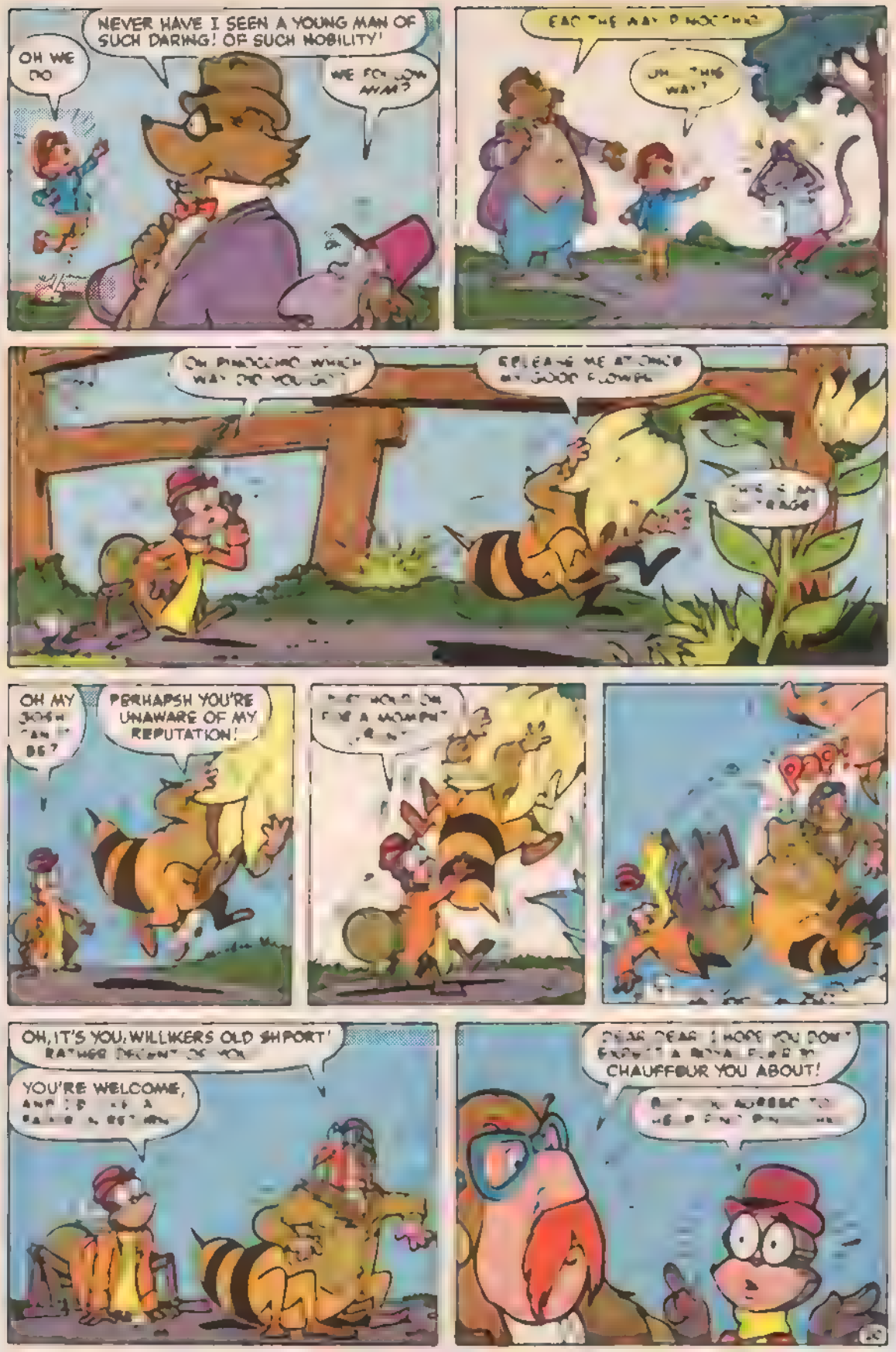
I'VE WAITED LONG ENOUGH! THAT FOOLISH BOY IS JUST NOT COMING BACK!
I'LL JUST HAVE TO BRING HIM HOME MYSELF!
HUH?
UNHAND ME AT ONCE YOU EIGHT-LEGGED SCOUNDRELS!
LEAVE HIM ALONE, YOU BULLIES!
I SAY, OLD CHAP! NOT A BAD MOVE FOR A MERE WORM!
I'M NO WORM I'M A GLOWBUG!
I HOPE I DIDN'T HURT THEM TOO BADLY!
THEY GOT OFF LUCKY, SIR! I WAS ABOUT TO GIVE THEM THE THRASHING OF THEIR LIVES!
SNAP!
THIS ONE, I'M AFRAID, WILL BE MORE DIFFICULT! WE'D BETTER BE ON OUR WAY!
NEXT TIME I WON'T LET YOU OFF SO EASILY!

NOW WHERE CAN LEFF-TENANT GRUMBLEBEE OF THE R.A.B. TAKE YOU, SIR?
R.A.B.
ROYAL AIR BUGS, MY GOOD MAN! WE GO WHERE NO BUG DARES! LOOK FEAR IN THE EYE AND NEVER BLINK!
COULD YOU GIVE ME A LIFT TO THE CARNIVAL?
THE D-D-DANGEROUS CARNIVAL? SUPPOSE I DROP YOU OFF AT THE WOODS *NEAR* THE CARNIVAL?
YOU CAN CRAWL FROM THERE!
AT THE CARNIVAL LATER THAT NIGHT
PINOCCHIO, YOU POOR DUMMY! NOW YOU'VE GONE AND DONE IT!
IF ONLY YOU HAD LISTENED TO YOUR FAIRY GODMOTHER!
HUH?

OH MY GOSH! GULP! IT'S HER
NOW YOU SEE MA'AM
I KNOW, WILLIKERS. HE TOOK HIS FREEDOM FOR GRANTED AND BECAUSE HE DID, HE LOST IT!
OH, PINOCCHIO-- WHEN WILL YOU LEARN?
I'M ALIVE AGAIN OH, THANK YOU FAIRY GODMOTHER!
PINOCCHIO YOU COULD HAVE BEEN FREE NOW A SLAVE FOREVER AND NOW HIS MASTER WILL BE VERY ANGRY
HIS MASTER WHO IS HE
LET'S HOPE YOU NEVER FIND OUT
THE GIFT OF LIFE IS YOURS. TAKE CARE I MAY NOT BE THERE NEXT TIME

SHE'S GONE, PINOCCHIO! NOW, LET'S GO HOME!
I CAN'T, WILLIKERS-- NOT JUST YET!
WHAT ARE
I'M GOING TO BE MORE RESPONSIBLE! I'M GOING TO FIND FATHER'S JEWEL BOX!
PERHAPS I CAN EVEN FIND A WAY TO MAKE YOU FREE, TWINKLE!
HE'S GOT TO BE KIDDING
DON'T WORRY ABOUT ME! I'LL BE ALL RIGHT! JUST TELL MY FATHER NOT TO WORRY!
NOT TO WORRY? GEPPETTO IS PROBABLY TEARING HIS HAIR OUT RIGHT NOW!
ND, IN FACT, A SHORT TIME LATER
GOOD MORNING, PINOCCHIO! IT'S A NEW DAY, SO LET'S FORGET ABOUT THE JEWEL BOX AND...
HE'S G-GONE! AND IT'S ALL MY FAULT!
HAT BOY MORE, LL EVER KNOW!
I HAVE TO FIND HIM!

AT THAT VERY MOMENT...
ME NO GET, BOSS! WE CHEAT PINOCCHIO FAIR AND SQUARE BUT YOU GIVE HIS JEWEL BOX TO PUPPETINO!
PUPPETINO IS A VERY BIG AND VERY DANGEROUS MAN, IGOR!
BOSS--LOOK! IS PINOCCHIO. YES?
SO IT IS! AND YOU RECALL WHAT PUPPETINO TOLD US?
FIFTY GOLD PIECES TO ANYONE WHO BRINGS PINOCCHIO BACK TO THE CARNIVAL!
BUT, BOSS, CARNIVAL IS GONE DOWN RIVER --TO THAT, GULP, BAD PLACE!
DON'T WORRY, DEAR BOY, WE'LL HAVE OUR GOLD AND BE GONE BEFORE THE CARNIVAL GETS THERE!
AH! MR PINOCCHIO!
YOU TWO SURE HAVE YOUR NERVE! YOU GAVE ME A FAKE RUBY!
THE PHARAOH'S RUBY? INCREDIBLE!
MAYBE FAKE PHARAOH!
AND WHERES MY JEWEL BOX?
WE ARE COMRADES IN MISFORTUNE! WE WERE SET UPON BY THIEVES, LED BY A RUFFIAN NAMED PUPPETINO!
IT WAS TERRIBLE!
GULLP
WE KNOWS THE BAD GUY!
TOO WELL.
HM-I WONDER IF THE THREE OF US HAVE THE COURAGE TO TRACK HIM DOWN?
19


NEVER HAVE I SEEN A YOUNG MAN OF SUCH DARING! OF SUCH NOBILITY!
OH WE DO
WE FOLLOW AWAY?
EAT THE WAY PHOOEY
UH... THIS WAY?
OH PHOOEY! WHICH WAY DID YOU GO?
RELEASE ME AT ONCE! MY GOOD FLOWER!
OH MY GOSH! CAN IT BE?
PERHAPSH YOU'RE UNAWARE OF MY REPUTATION!
WAIT WOULD YOU GIVE A MOMENT
POP
OH, IT'S YOU, WILLIKERS OLD SHPORT!
YOU'RE WELCOME,
DEAR DEAR! I HOPE YOU DON'T REGRET A ROYAL FLOP BY CHAUFFEUR YOU ABOUT!

WHIP, DRIBBLE, SPIN, RESCUE, DUCK, HURDLE, BOMBARD, SCREEN, ROLL, DIVE, PASS, EVADE, SPRINT, RAID, DUNK, HURL, LOOP, LEAP, CAPTURE, STAB, DEFEND, SHOOT, INVADE, BLAST, ESCAPE, ATTACK, JUMP, AND SWERVE.

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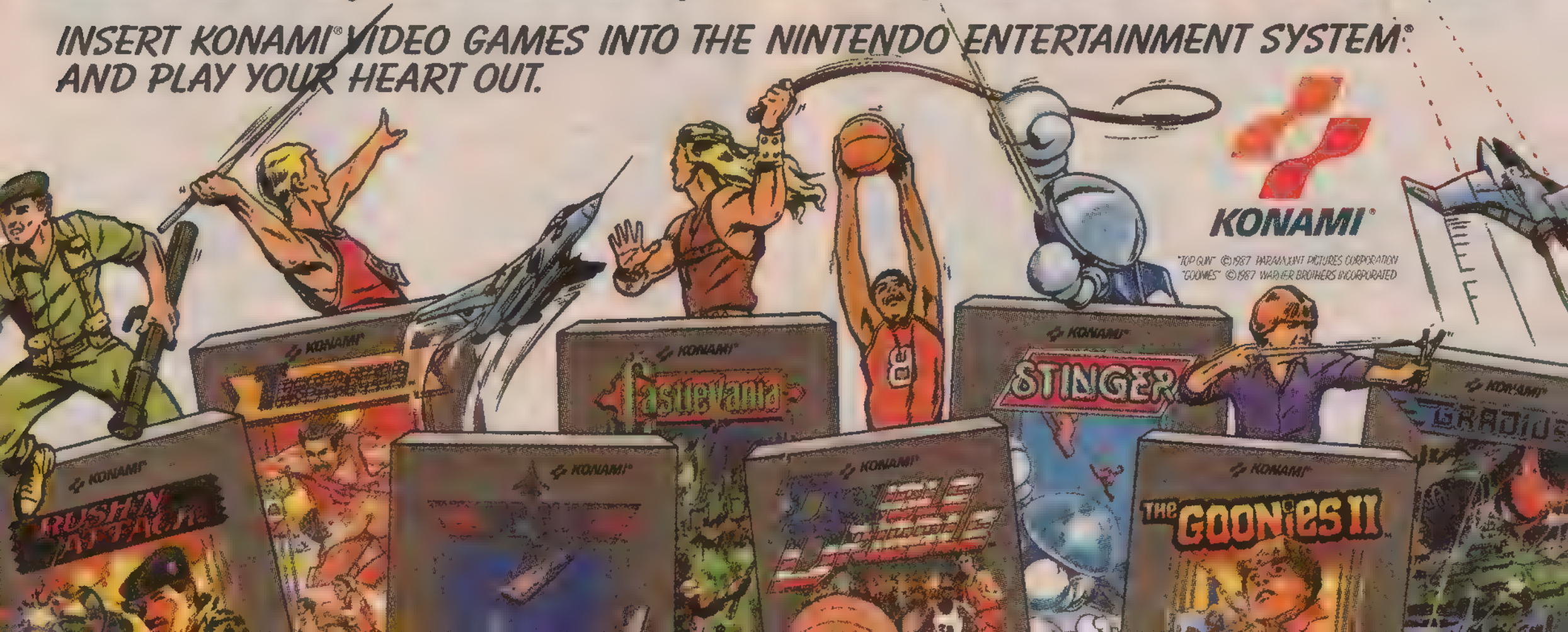
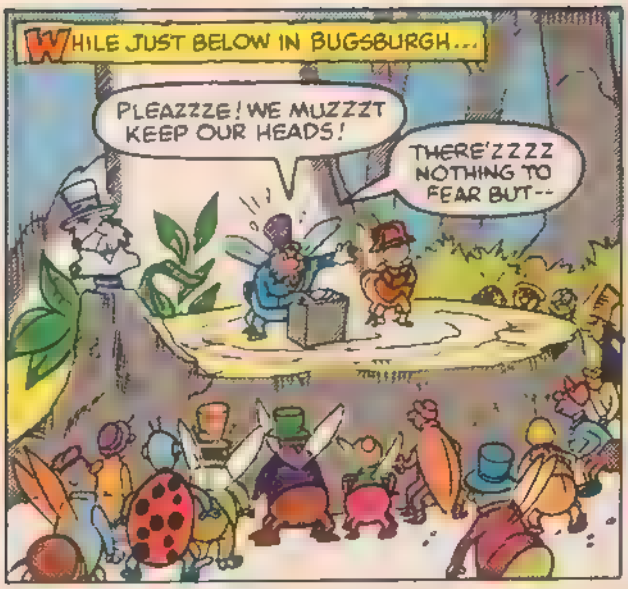
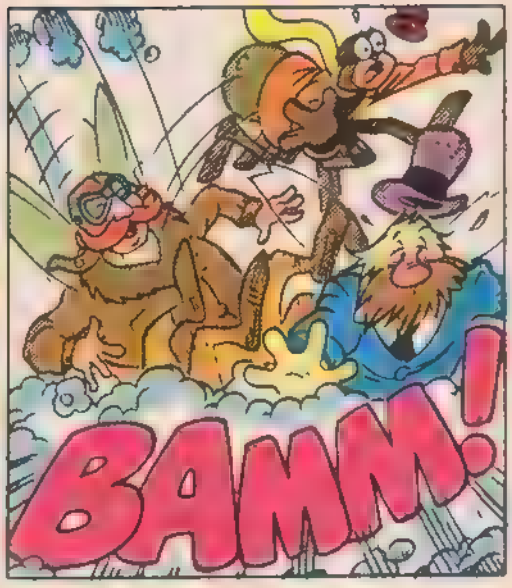
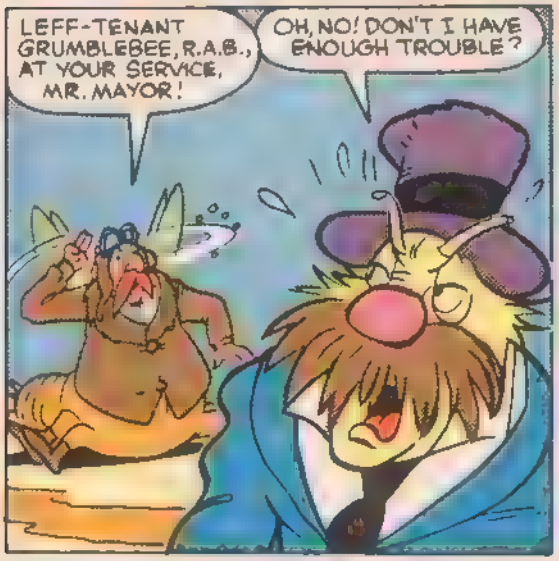


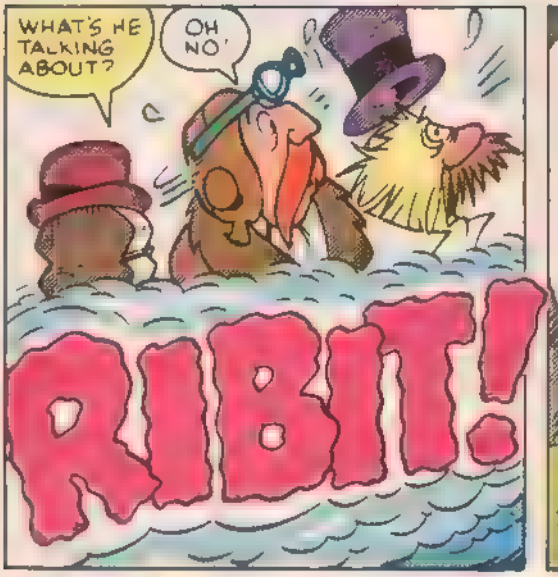
AND SO I WILL, SHIR...
... SO I WILL!
- GULP! - LUCK WILLING!
AH THERE IT IS WILLIKERS!
THERE WHAT IS?
BUGSBURGH
BUGSBURGH!
HOME SWEET HOME!
OH MY GOSH T'S A WHOLE TOWN!
I THOUGHT WE WERE LOOKING FOR PINOCCHIO?
EVEN I COULDN'T FIND HIM ALONE WE NEED THE HELP OF OUR FELLOW BUGS!
21


WHILE JUST BELOW IN BUGSBURGH...
PLEAZZZE! WE MUZZZT KEEP OUR HEADS!
THERE'ZZZZ NOTHING TO FEAR BUT--


BAMM!

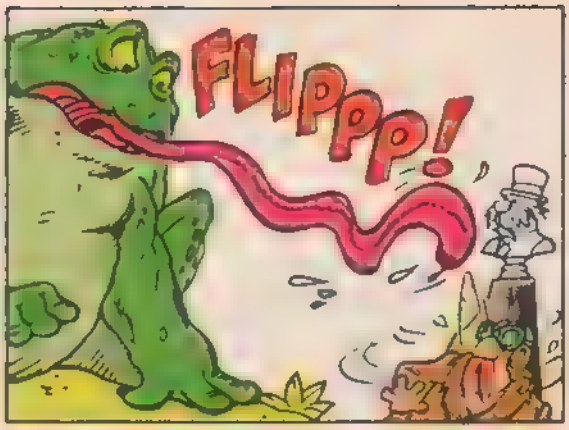

LEFF-TENANT GRUMBLEBEE, R.A.B., AT YOUR SERVICE, MR. MAYOR!
OH, NO! DON'T I HAVE ENOUGH TROUBLE?

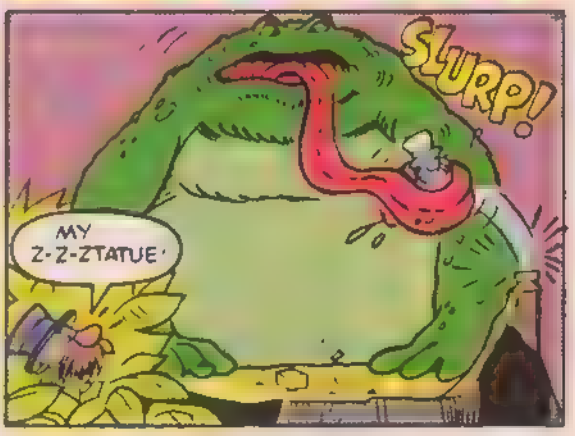
MY FRIEND WILLIKERS HAS A LOST SOLDIER AND HE'S COME FOR YOUR HELP!
HELP YOU? WE CAN'T EVEN HELP OURSELVEZZZZ!

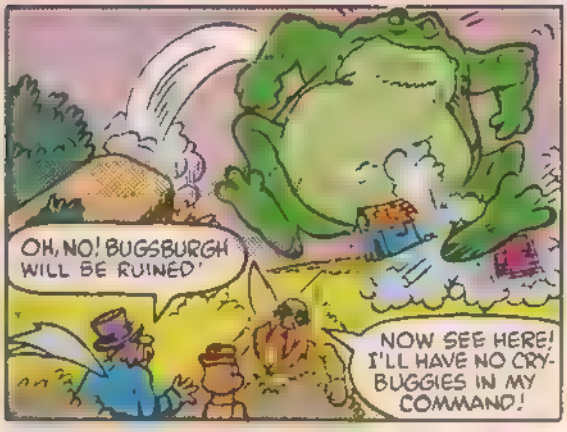

WHAT'S HE TALKING ABOUT?
OH NO'
RIBIT!

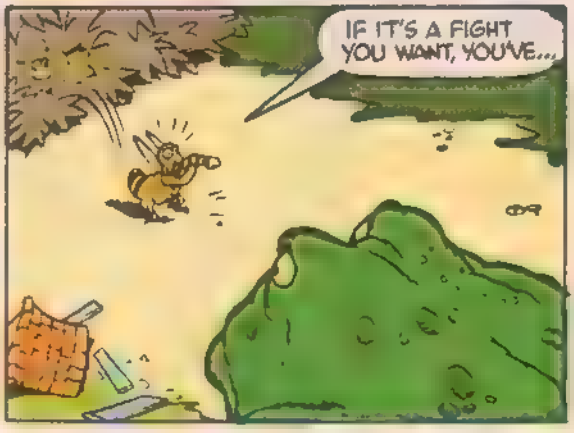
IT'S THE ENEMY

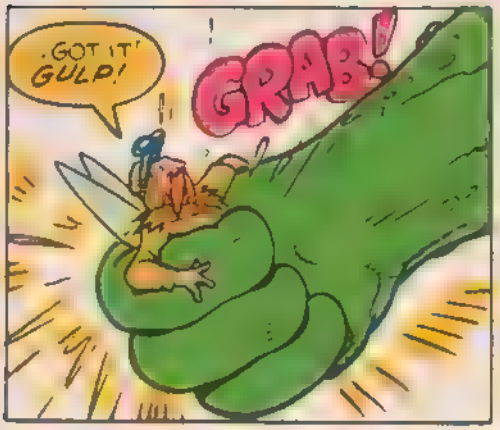
I'LL HAVE YOU STUFFED, MOUNTED AND HUNG ON THE WALL OF MY..

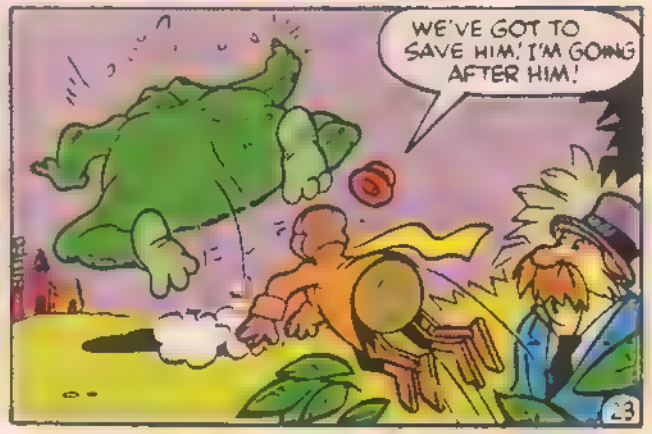

FLIPPP!


SLURP!
MY Z-Z-ZTATUE!

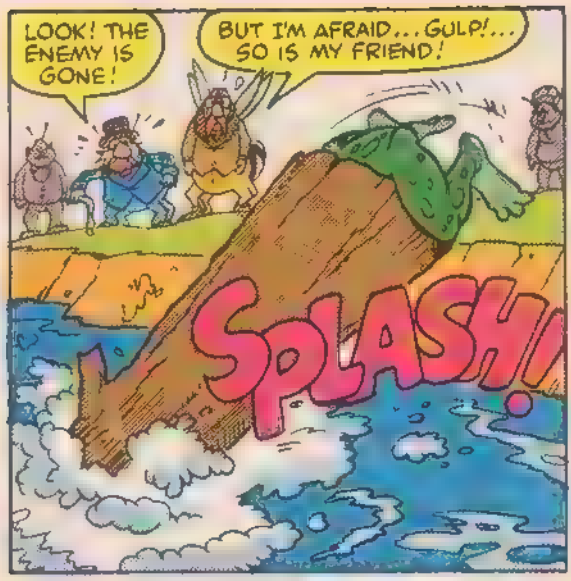

OH, NO! BUGSBURGH WILL BE RUINED!
NOW SEE HERE! I'LL HAVE NO CRY-BUGGIES IN MY COMMAND!

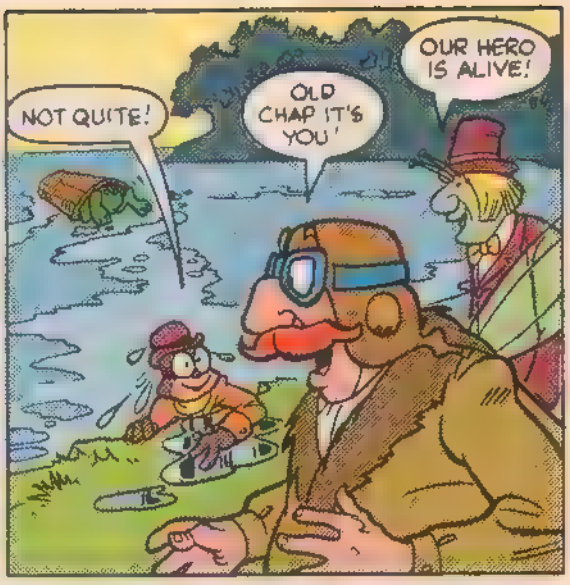

IF IT'S A FIGHT YOU WANT, YOU'VE...

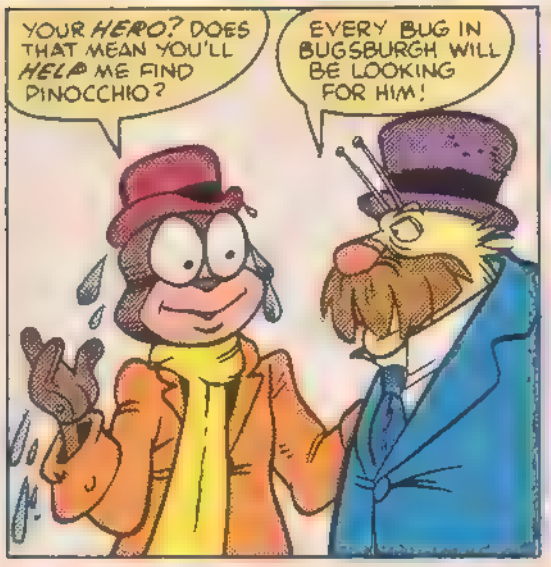

GOT IT! GULP!
GRAB!

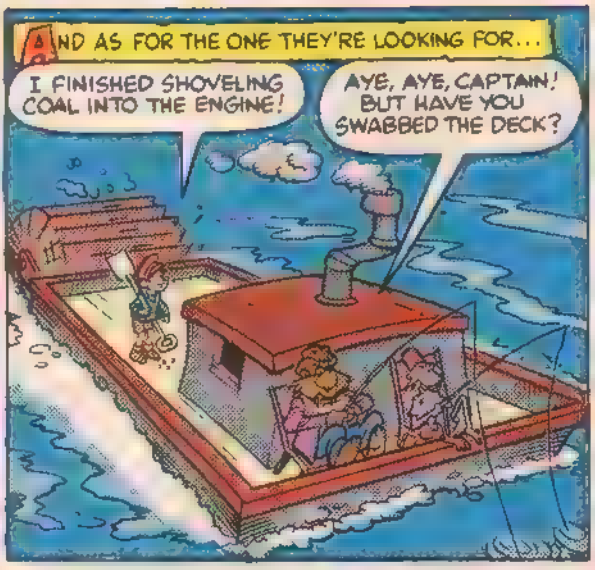

WE'VE GOT TO SAVE HIM! I'M GOING AFTER HIM!

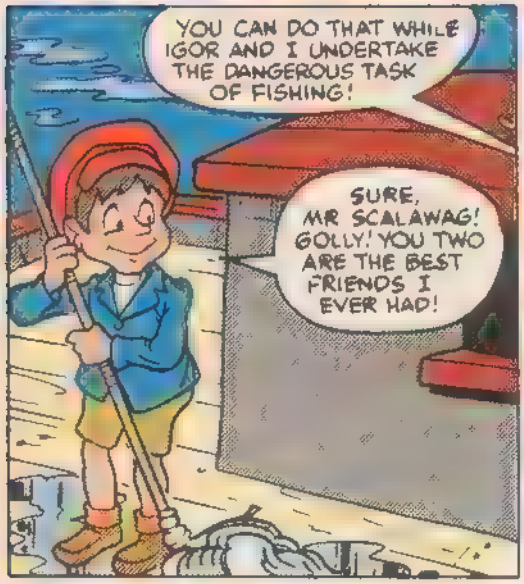
THIS IS YOUR LAST WARNING!
HEY, DOWN HERE!
WHAT DO YOU WANT WITH HIM, WHEN YOU CAN HAVE..
...ME?
GROANNN!
HERE I AM!
NOW WHAT DO I DO?
AH! PERFECT PLACE!
RIGHT HERE, PAL!
SCRUNCH!

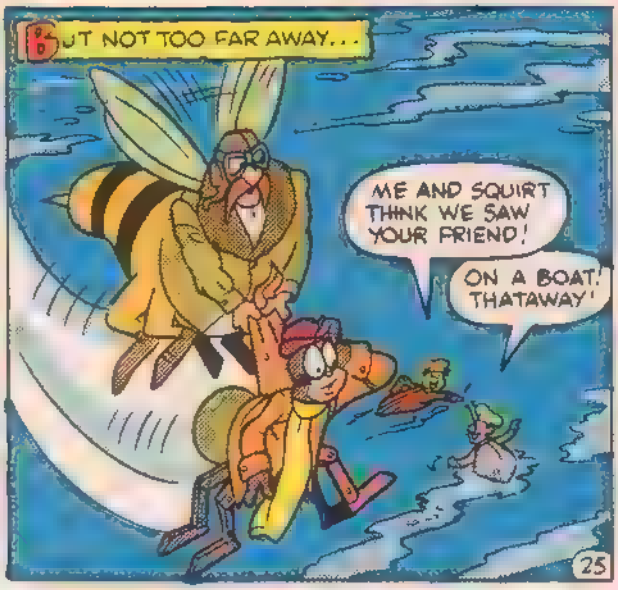

LOOK! THE ENEMY IS GONE!
BUT I'M AFRAID... GULP!... SO IS MY FRIEND!
SPLASH!

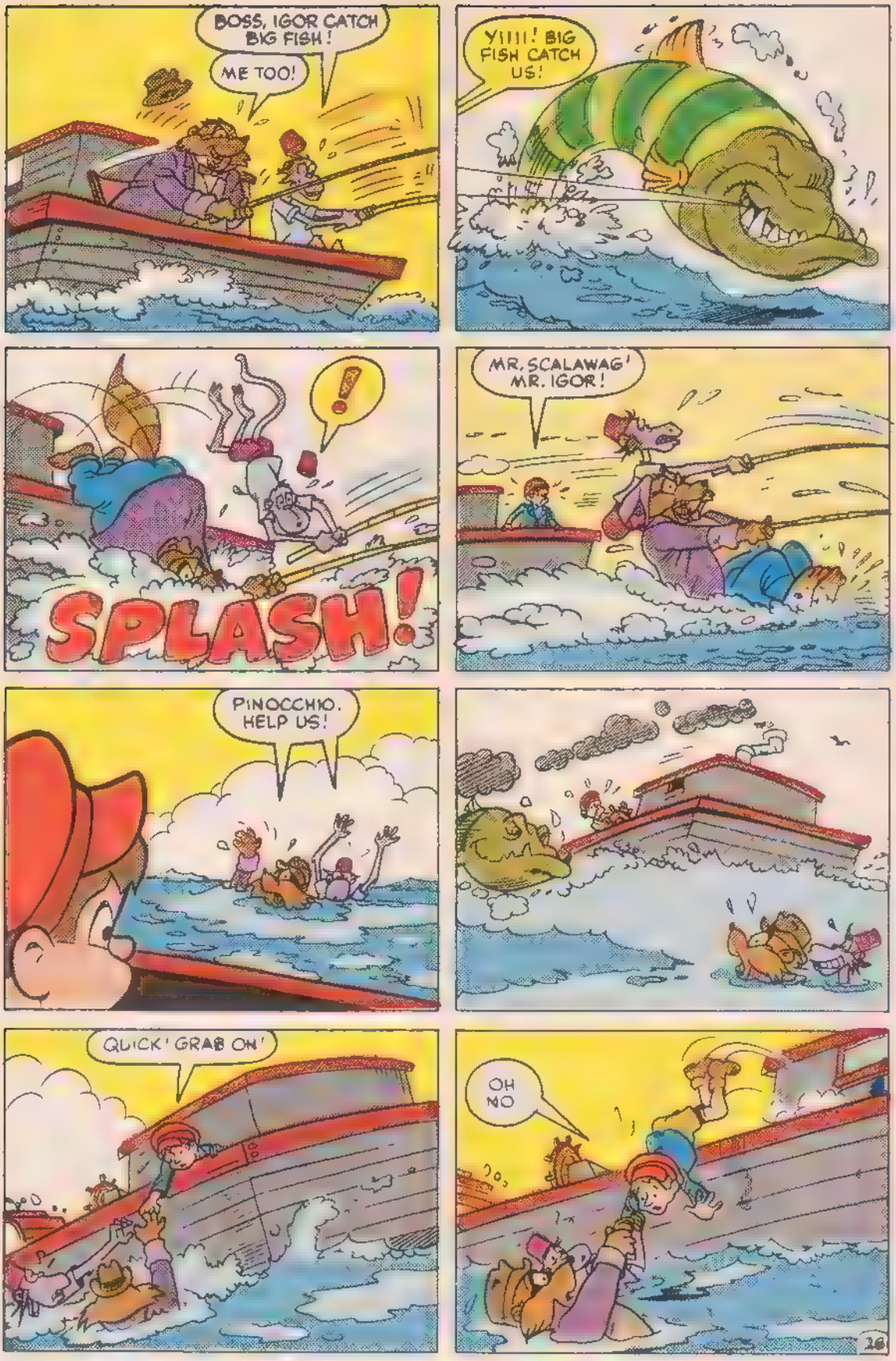

OUR HERO IS ALIVE!
OLD CHAP IT'S YOU!
NOT QUITE!

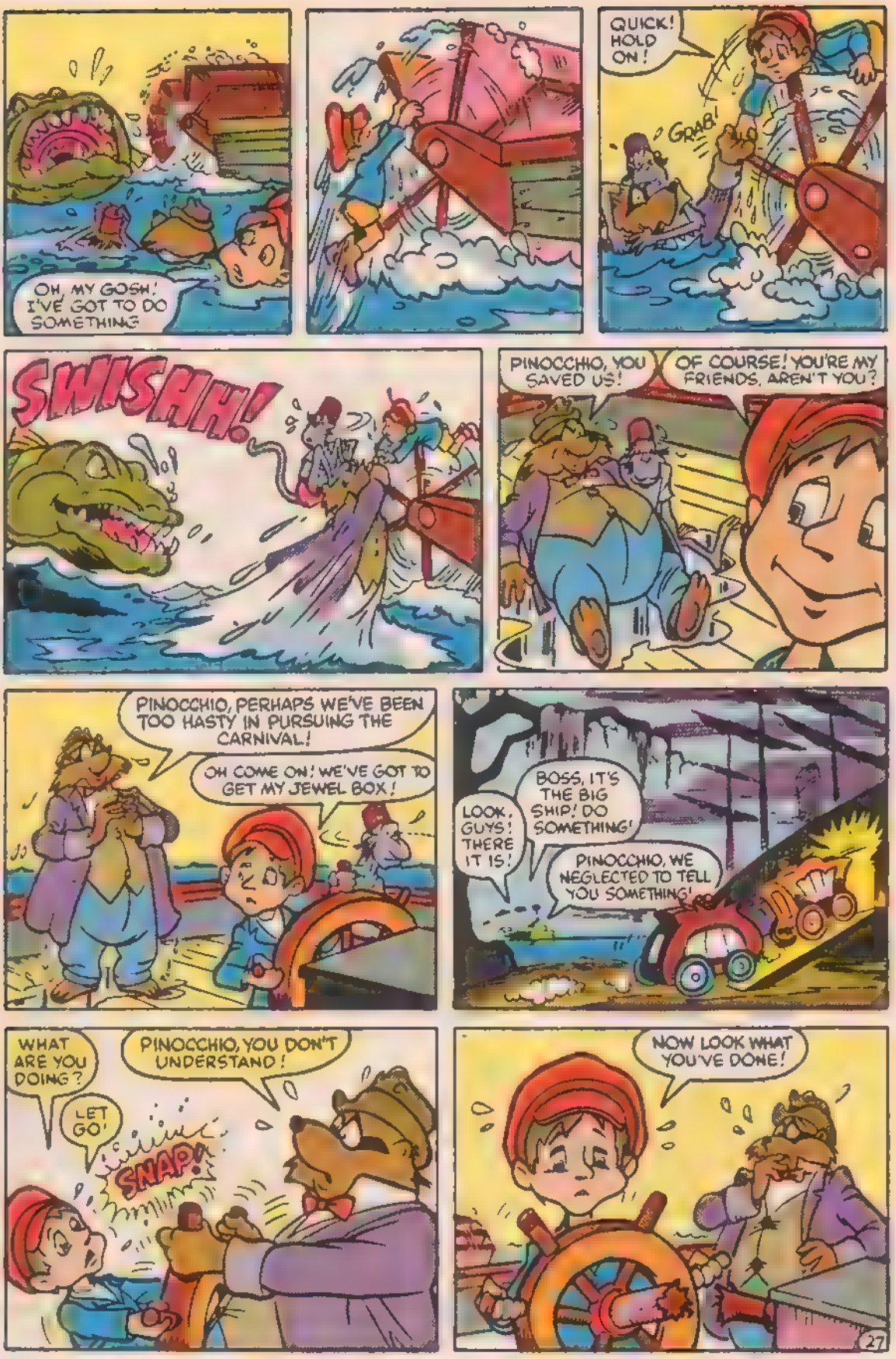

YOUR *HERO*? DOES THAT MEAN YOU'LL *HELP* ME FIND PINOCCHIO?
EVERY BUG IN BUGSBURGH WILL BE LOOKING FOR HIM!


AND AS FOR THE ONE THEY'RE LOOKING FOR...
I FINISHED SHOVELING COAL INTO THE ENGINE!
AYE, AYE, CAPTAIN! BUT HAVE YOU SWABBED THE DECK?

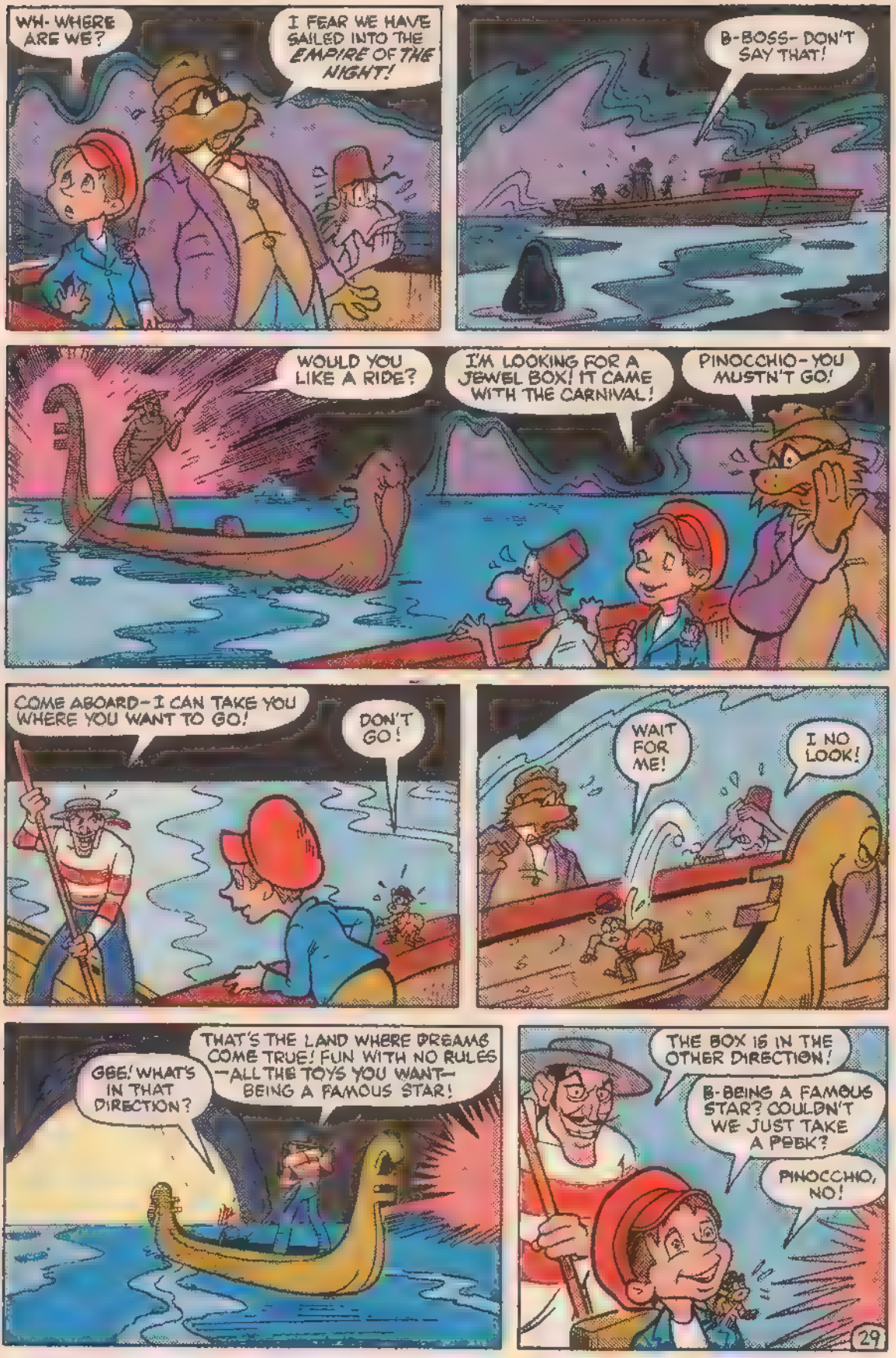

YOU CAN DO THAT WHILE IGOR AND I UNDERTAKE THE DANGEROUS TASK OF FISHING!
SURE, MR SCALAWAG! GOLLY! YOU TWO ARE THE BEST FRIENDS I EVER HAD!


BUT NOT TOO FAR AWAY...
ME AND SQUIRT THINK WE SAW YOUR FRIEND!
ON A BOAT! THATAWAY!


BOSS, IGOR CATCH BIG FISH!
ME TOO!
YIIII! BIG FISH CATCH US!
!
SPLASH!
MR. SCALAWAG! MR. IGOR!
PINOCCHIO, HELP US!
QUICK! GRAB ON!
OH NO

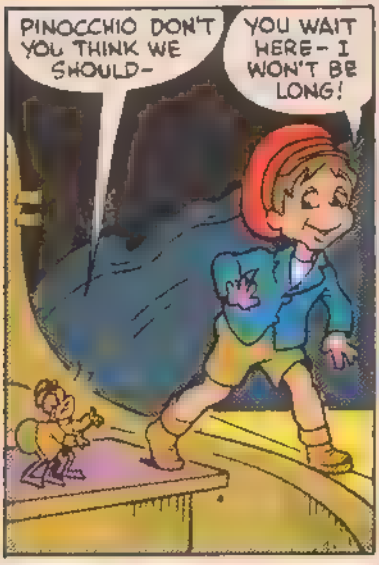

OH, MY GOSH! I'VE GOT TO DO SOMETHING
QUICK! HOLD ON!
GRAB!
SWISHH!
PINOCCHIO, YOU SAVED US!
OF COURSE! YOU'RE MY FRIENDS, AREN'T YOU?
PINOCCHIO, PERHAPS WE'VE BEEN TOO HASTY IN PURSUING THE CARNIVAL!
OH COME ON! WE'VE GOT TO GET MY JEWEL BOX!
LOOK, GUYS! THERE IT IS!
BOSS, IT'S THE BIG SHIP! DO SOMETHING!
PINOCCHIO, WE NEGLECTED TO TELL YOU SOMETHING!
WHAT ARE YOU DOING?
LET GO!
SNAP!
PINOCCHIO, YOU DON'T UNDERSTAND!
NOW LOOK WHAT YOU'VE DONE!
27

WILLIKERS, LOOK! YOUR FRIEND! BUT I BELIEVE HE IS IN TROUBLE!
OH, GOLLY! THIS IS WHERE I GET OFF!
BUT, WILLIKERS!
DON'T WORRY! I CAN FLOAT!
WHIRRRRR!
PINOCCHIO!
WILLIKERS!
DID YOU TELL MY FATHER NOT TO WORRY?
NOT TO WORRY? ARE YOU OUT OF YOUR...
MIND
28


WH- WHERE ARE WE?
I FEAR WE HAVE SAILED INTO THE EMPIRE OF THE NIGHT!
B-BOSS- DON'T SAY THAT!
WOULD YOU LIKE A RIDE?
I'M LOOKING FOR A JEWEL BOX! IT CAME WITH THE CARNIVAL!
PINOCCHIO- YOU MUSTN'T GO!
COME ABOARD- I CAN TAKE YOU WHERE YOU WANT TO GO!
DON'T GO!
WAIT FOR ME!
I NO LOOK!
GEE! WHAT'S IN THAT DIRECTION?
THAT'S THE LAND WHERE DREAMS COME TRUE! FUN WITH NO RULES —ALL THE TOYS YOU WANT— BEING A FAMOUS STAR!
THE BOX IS IN THE OTHER DIRECTION!
B-BEING A FAMOUS STAR? COULDN'T WE JUST TAKE A PEEK?
PINOCCHIO, NO!
29

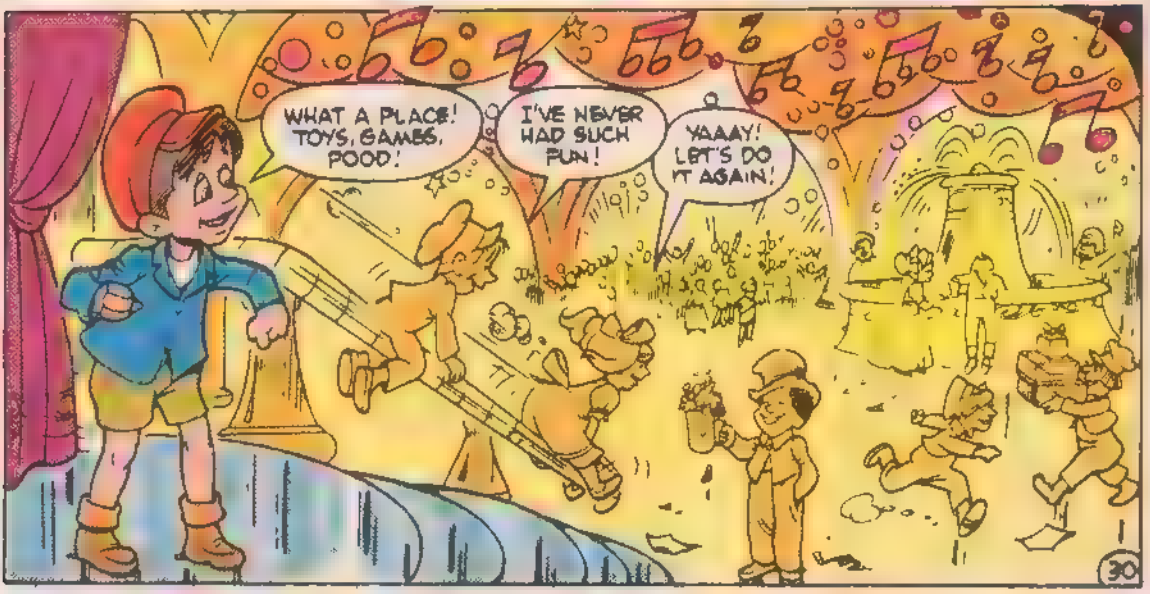
I WON'T STAY LONG!
JUST AS YOU WISH!

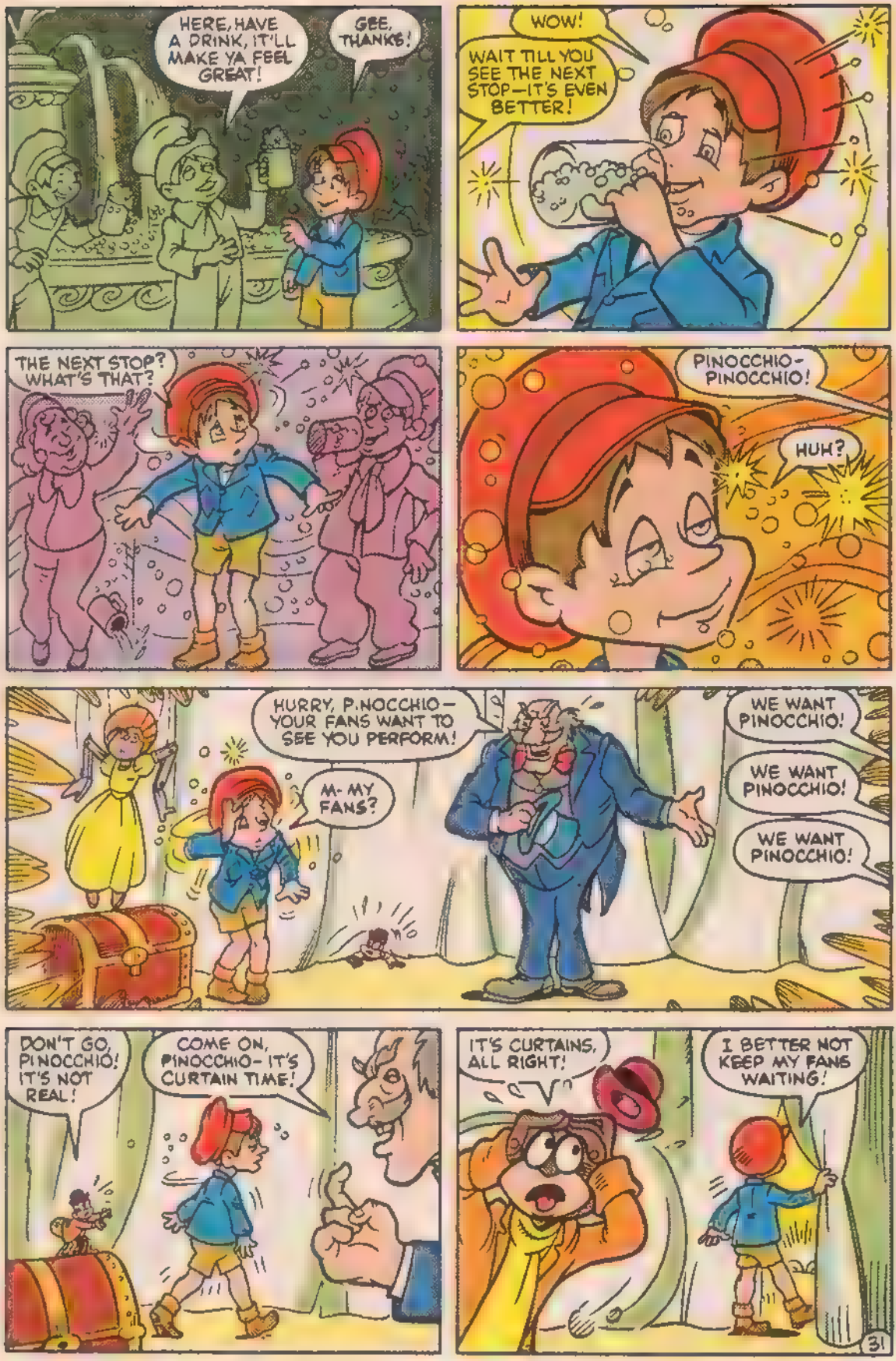
YAYY!!
HA HA HA
WHAT FUN!
GEE WILLIKERS, IS IT SOMEONE'S BIRTHDAY?
OH, NO! IT'S LIKE THIS ALL THE TIME!


PINOCCHIO DON'T YOU THINK WE SHOULD-
YOU WAIT HERE- I WON'T BE LONG!

I'VE BEEN EXPECTING YOU, PINOCCHIO!
JUST REMEMBER THAT WHEN YOU'VE HAD YOUR FUN...

...YOU'LL HAVE TO SIGN THIS LITTLE AGREEMENT!
SURE!


WHAT A PLACE! TOYS, GAMES, FOOD!
I'VE NEVER HAD SUCH FUN!
YAAAY! LET'S DO IT AGAIN!


HERE, HAVE A DRINK, IT'LL MAKE YA FEEL GREAT!
GEE, THANKS!
WOW!
WAIT TILL YOU SEE THE NEXT STOP—IT'S EVEN BETTER!
THE NEXT STOP? WHAT'S THAT?
PINOCCHIO-PINOCCHIO!
HUH?
HURRY, P.NOCCHIO—YOUR FANS WANT TO SEE YOU PERFORM!
M-MY FANS?
WE WANT PINOCCHIO!
WE WANT PINOCCHIO!
WE WANT PINOCCHIO!
DON'T GO, PINOCCHIO! IT'S NOT REAL!
COME ON, PINOCCHIO-IT'S CURTAIN TIME!
IT'S CURTAINS, ALL RIGHT!
I BETTER NOT KEEP MY FANS WAITING!

ORDER FORM — ORDER FORM — ORDER FORM

HEY KIDS...GET YOUR VERY OWN KITE!

Please send me the following Kite(s):

Kite(s)	Quantity	Cost Each	Total Price
(A) Rainblo Kite	_____	$4.95	_____
(B) Super Bubble Kite	_____	$4.95	_____
(Enclose 2 wrappers for each kite ordered)		GRAND TOTAL	_____

If no choice is indicated, we'll choose for you.

Please send my Kite(s) to:

Name (please print) _____

Address _____

City _____ State _____ Zip _____

Send check or money order along with this order form to: Leaf Bubble Gum Kite Offer
P.O. Box 353
Bunker Hill, IL 62014

Offer good only in U.S.A.
Please allow 6 to 8 weeks for delivery.
Offer expires 12/31/87 or while quantities last.

If order form has been removed, please print your name, address and zip code on a sheet of paper and tell us which Kite(s) that you want. Send $4.95 (check or money order) and 2 wrappers for each Kite ordered to:

Leaf Bubble Gum Kite Offer
P.O. Box 353
Bunker Hill, IL 62014

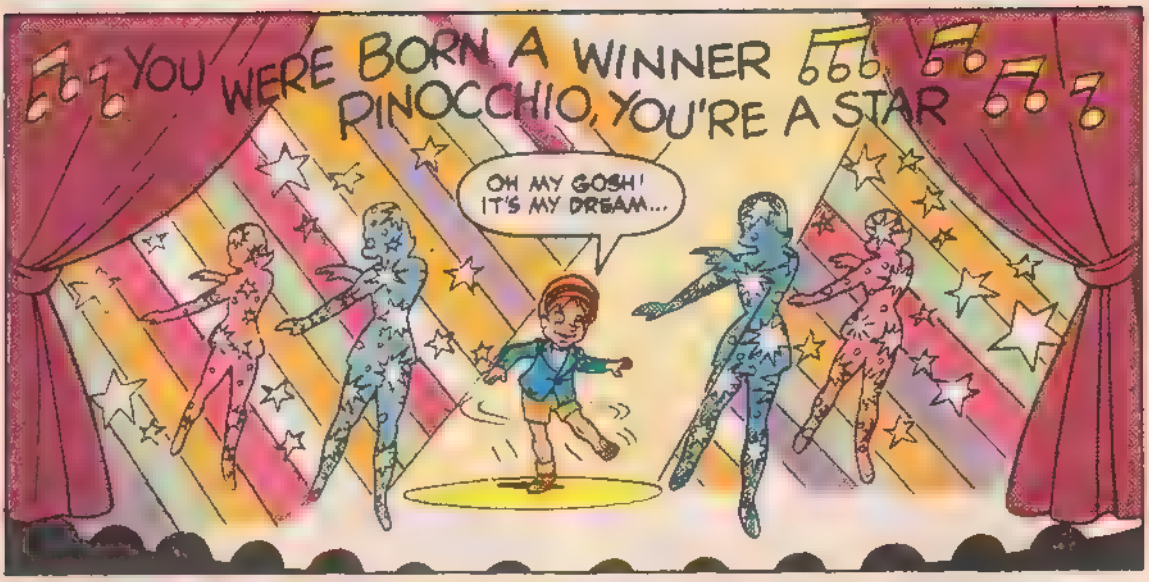
Please allow 6 to 8 weeks for delivery.

Order now...offer expires 12/31/87 or while quantities last! Offer good only in U.S.A.

leaf

Leaf, Inc., Bannockburn, IL 60015

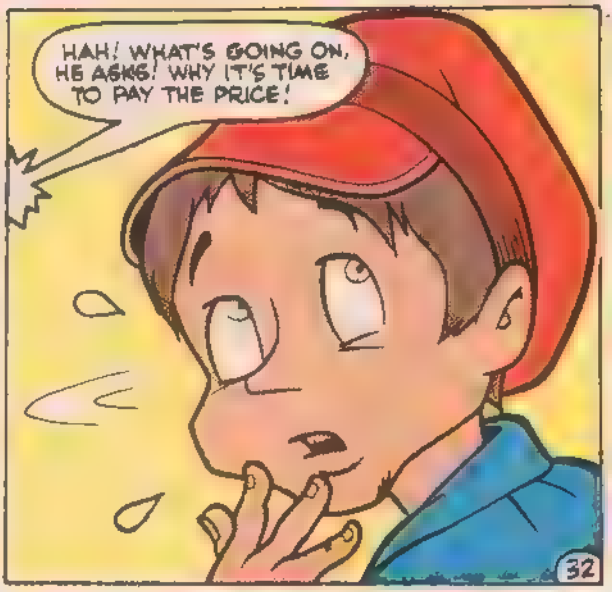
ORDER FORM

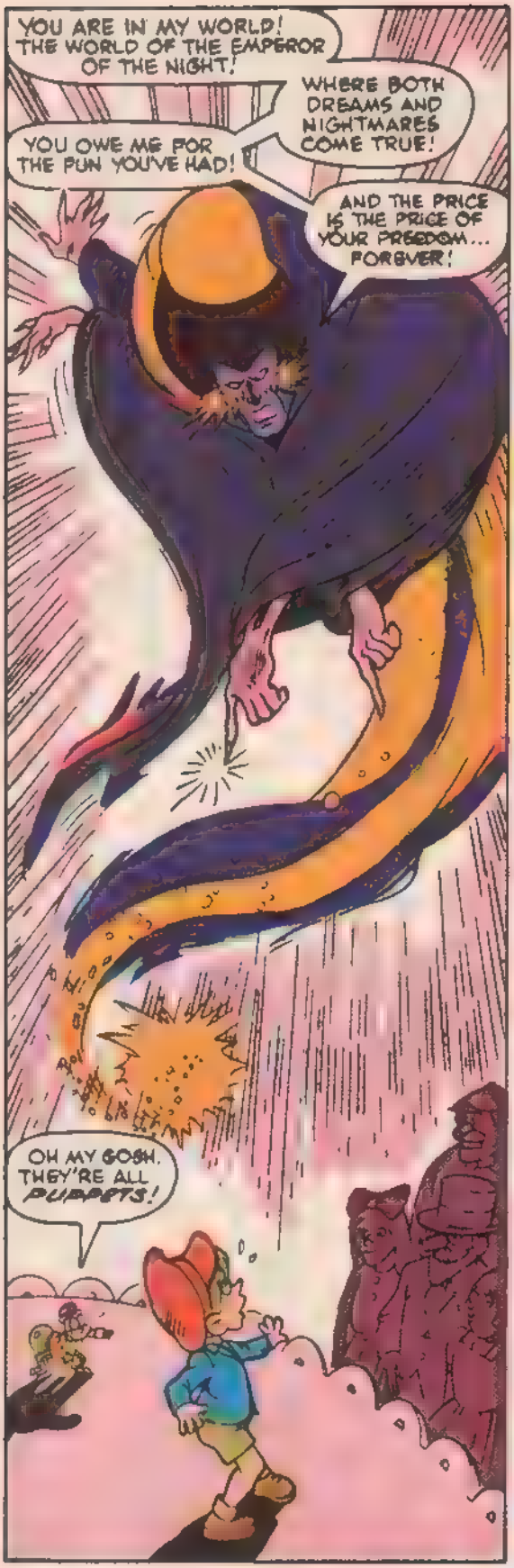

YOU WERE BORN A WINNER
PINOCCHIO, YOU'RE A STAR
OH MY GOSH! IT'S MY DREAM...

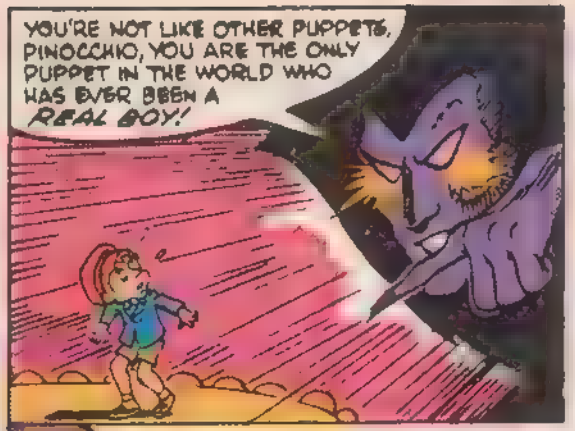
YAYYY PINOCCHIO
...COME TRUE!
WHAT A PERFORMER!
HE'S TERRIFIC!

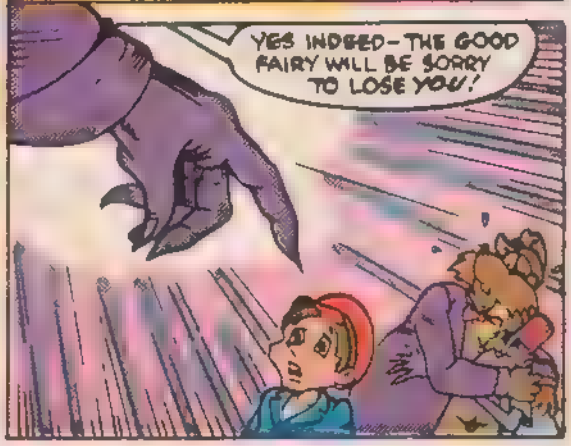
LOOK, BOSS! HE FALL FOR TRICK!
I'M AFRAID SO, IGOR! ...GULP... AND SOON IT WILL BE ALL OVER!

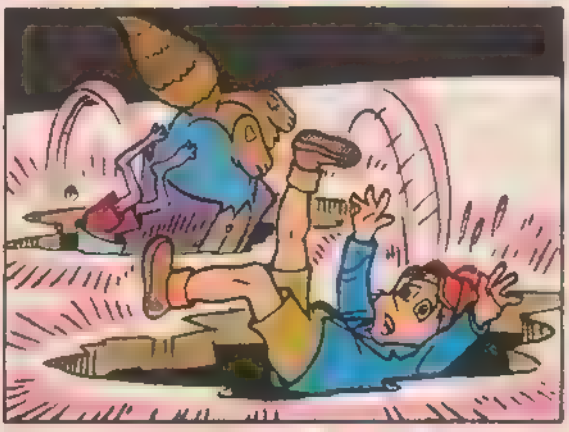
GEE, IT SUDDENLY GOT SO QUIET! WHAT'S GOING ON?

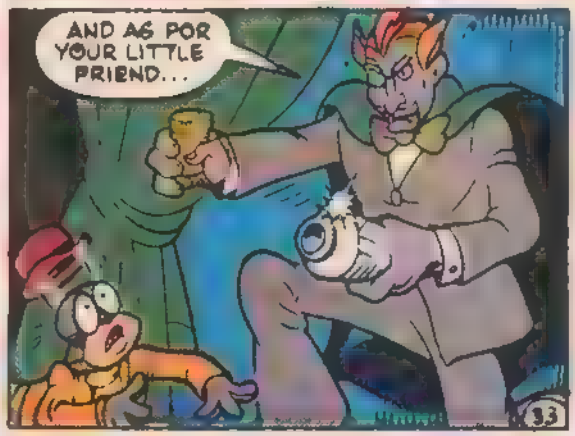

HAH! WHAT'S GOING ON, HE ASKS! WHY IT'S TIME TO PAY THE PRICE!

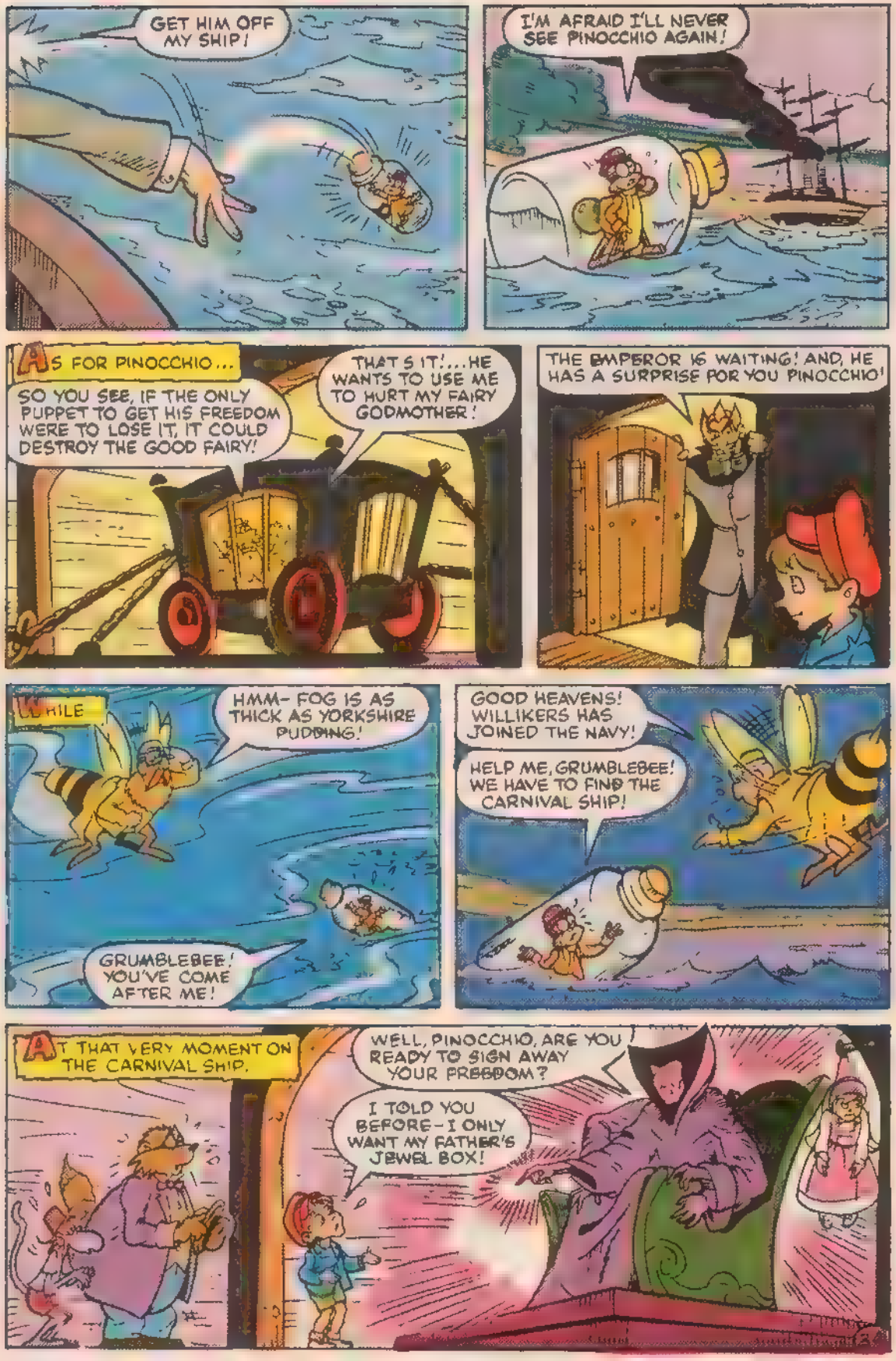

YOU ARE IN MY WORLD! THE WORLD OF THE EMPEROR OF THE NIGHT!
WHERE BOTH DREAMS AND NIGHTMARES COME TRUE!
YOU OWE ME FOR THE FUN YOU'VE HAD!
AND THE PRICE IS THE PRICE OF YOUR FREEDOM... FOREVER!
OH MY GOSH, THEY'RE ALL PUPPETS!

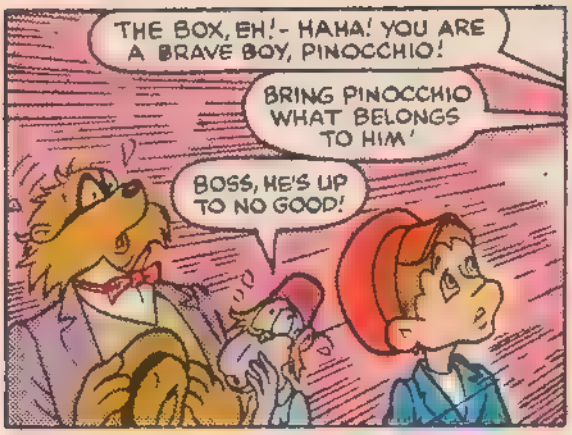

YOU'RE NOT LIKE OTHER PUPPETS, PINOCCHIO, YOU ARE THE ONLY PUPPET IN THE WORLD WHO HAS EVER BEEN A REAL BOY!

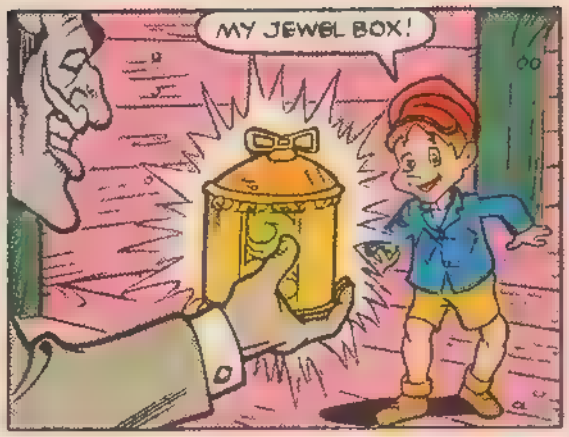

YES INDEED—THE GOOD FAIRY WILL BE SORRY TO LOSE YOU!

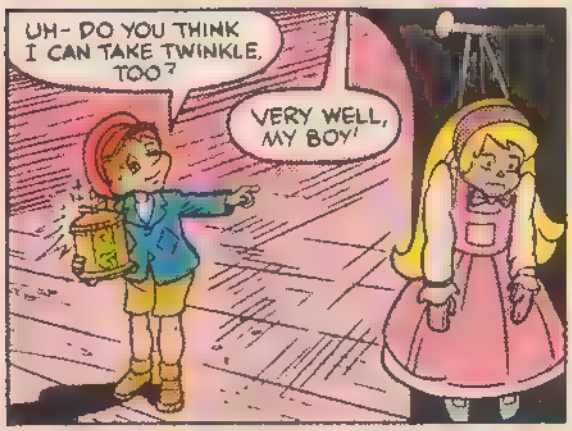


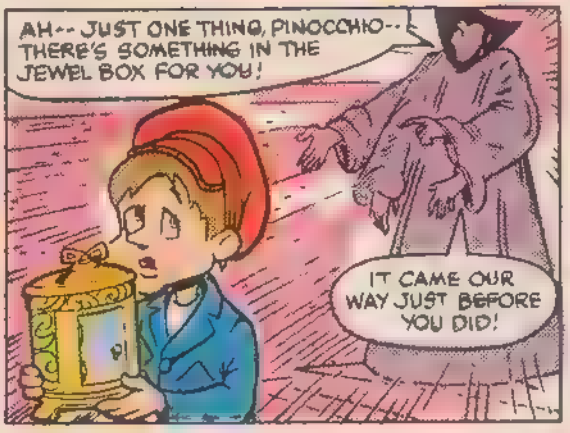

AND AS FOR YOUR LITTLE FRIEND...

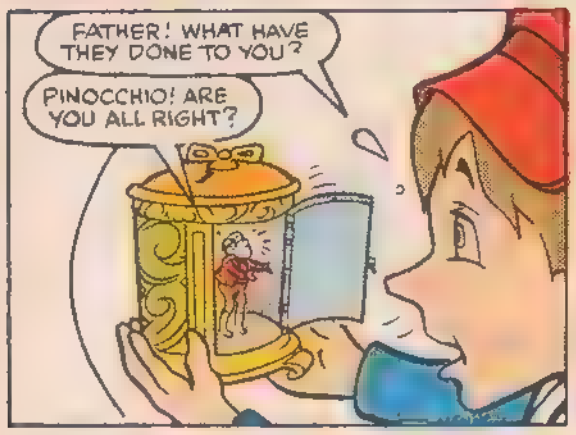

GET HIM OFF MY SHIP!
I'M AFRAID I'LL NEVER SEE PINOCCHIO AGAIN!
AS FOR PINOCCHIO...
SO YOU SEE, IF THE ONLY PUPPET TO GET HIS FREEDOM WERE TO LOSE IT, IT COULD DESTROY THE GOOD FAIRY!
THAT'S IT!...HE WANTS TO USE ME TO HURT MY FAIRY GODMOTHER!
THE EMPEROR IS WAITING! AND, HE HAS A SURPRISE FOR YOU PINOCCHIO!
WHILE
HMM- FOG IS AS THICK AS YORKSHIRE PUDDING!
GRUMBLEBEE! YOU'VE COME AFTER ME!
GOOD HEAVENS! WILLIKERS HAS JOINED THE NAVY!
HELP ME, GRUMBLEBEE! WE HAVE TO FIND THE CARNIVAL SHIP!
AT THAT VERY MOMENT ON THE CARNIVAL SHIP,
WELL, PINOCCHIO, ARE YOU READY TO SIGN AWAY YOUR FREEDOM?
I TOLD YOU BEFORE-I ONLY WANT MY FATHER'S JEWEL BOX!

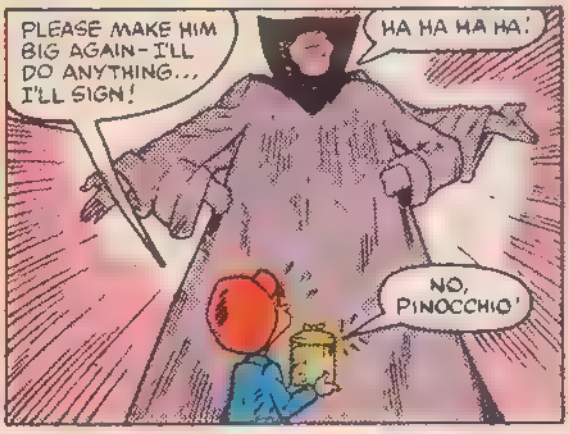

THE BOX, EH!- HAHA! YOU ARE A BRAVE BOY, PINOCCHIO!
BRING PINOCCHIO WHAT BELONGS TO HIM!
BOSS, HE'S UP TO NO GOOD!

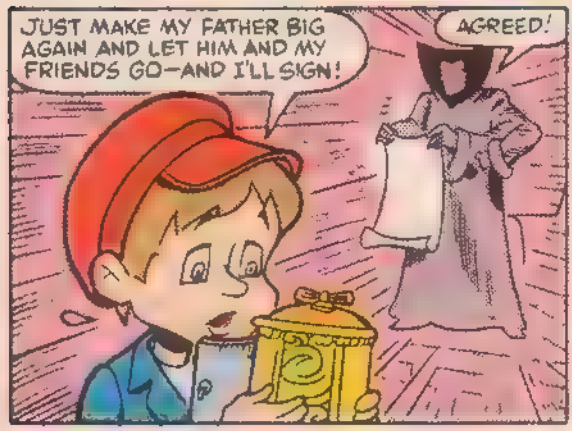

MY JEWEL BOX!

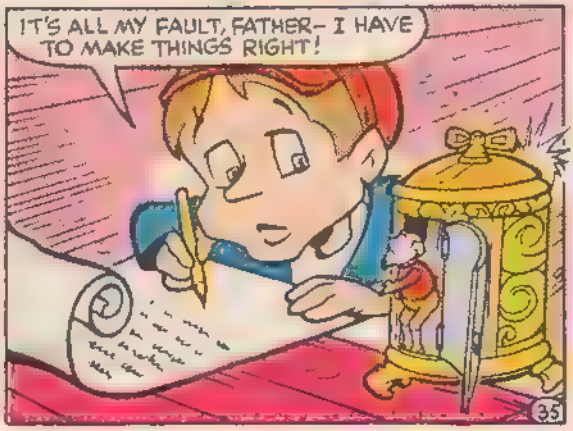

UH- DO YOU THINK I CAN TAKE TWINKLE, TOO?
VERY WELL, MY BOY!

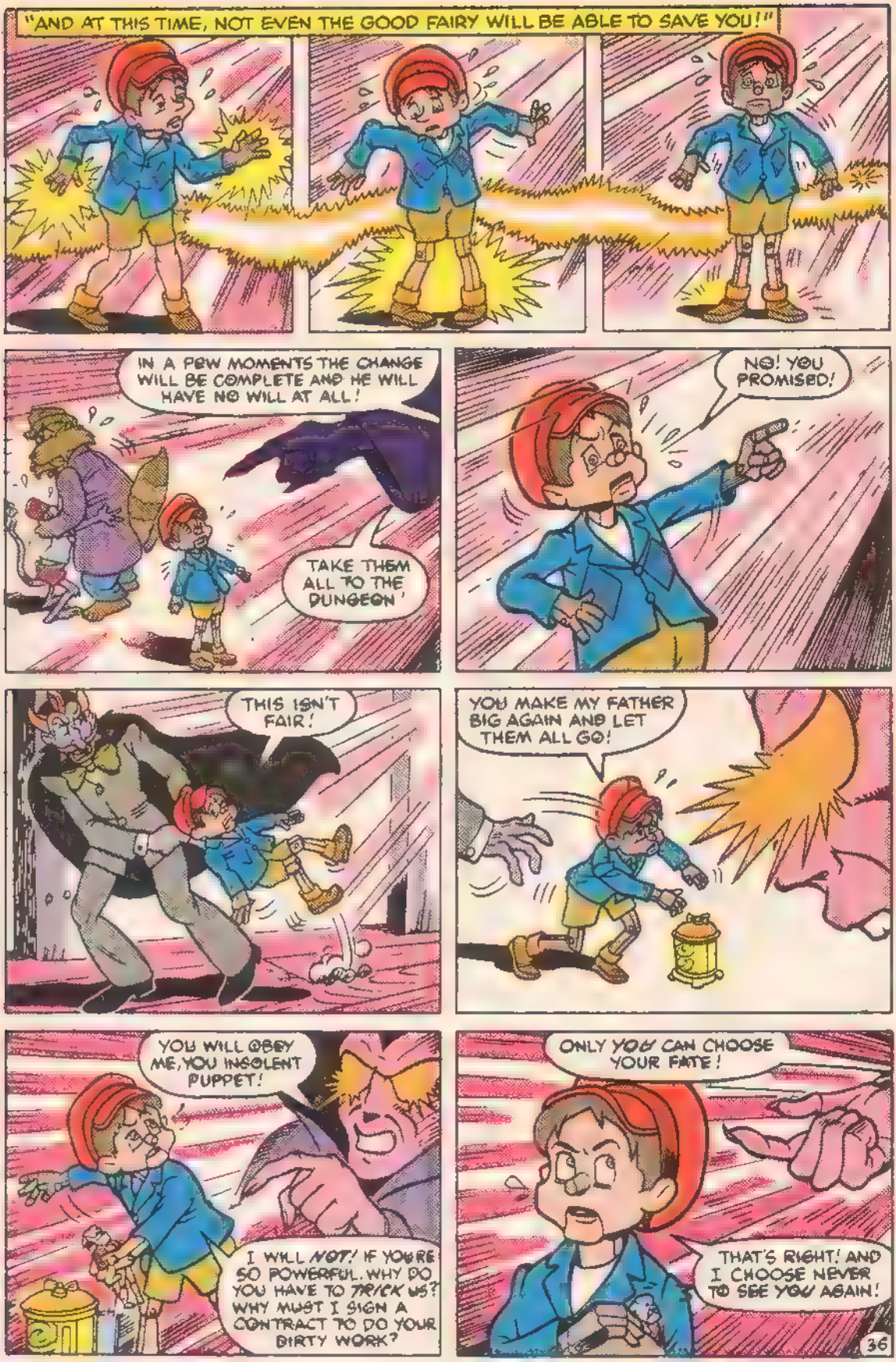

AH-- JUST ONE THING, PINOCCHIO-- THERE'S SOMETHING IN THE JEWEL BOX FOR YOU!
IT CAME OUR WAY JUST BEFORE YOU DID!


FATHER! WHAT HAVE THEY DONE TO YOU?
PINOCCHIO! ARE YOU ALL RIGHT?


PLEASE MAKE HIM BIG AGAIN- I'LL DO ANYTHING... I'LL SIGN!
HA HA HA HA!
NO, PINOCCHIO!


JUST MAKE MY FATHER BIG AGAIN AND LET HIM AND MY FRIENDS GO—AND I'LL SIGN!
AGREED!


IT'S ALL MY FAULT, FATHER- I HAVE TO MAKE THINGS RIGHT!


"AND AT THIS TIME, NOT EVEN THE GOOD FAIRY WILL BE ABLE TO SAVE YOU!"
IN A FEW MOMENTS THE CHANGE WILL BE COMPLETE AND HE WILL HAVE NO WILL AT ALL!
TAKE THEM ALL TO THE DUNGEON!
NO! YOU PROMISED!
THIS ISN'T FAIR!
YOU MAKE MY FATHER BIG AGAIN AND LET THEM ALL GO!
YOU WILL OBEY ME, YOU INSOLENT PUPPET!
I WILL NOT! IF YOU'RE SO POWERFUL, WHY DO YOU HAVE TO TRICK US? WHY MUST I SIGN A CONTRACT TO DO YOUR DIRTY WORK?
ONLY YOU CAN CHOOSE YOUR FATE!
THAT'S RIGHT! AND I CHOOSE NEVER TO SEE YOU AGAIN!

I CHOOSE, TOO!
ALL OF US!
YOU INSOLENT FOOLS! HOW DARE YOU DEFY ME?
YOU HAVE NO POWER OVER US ANYMORE!
I'LL GIVE-
-YOU-
-ONE LAST-
-CHANCE!
GEE WILLIKERS- HE'S GOTTEN SMALLER!
WE'RE GOING TO LEAVE THIS TERRIBLE PLACE AND GO HOME WHERE WE BELONG!
NO, NO! KEEP THAT BLUE LIGHT AWAY!
GOLLY! IT MUST BE THE POWER OF MY FAIRY GODMOTHER!
STOP THEM!
RUN! THE SKY IS FALLING!
CRASH!
RUMBLE!

DON'T JUST STAND THERE. FIRE BACK!

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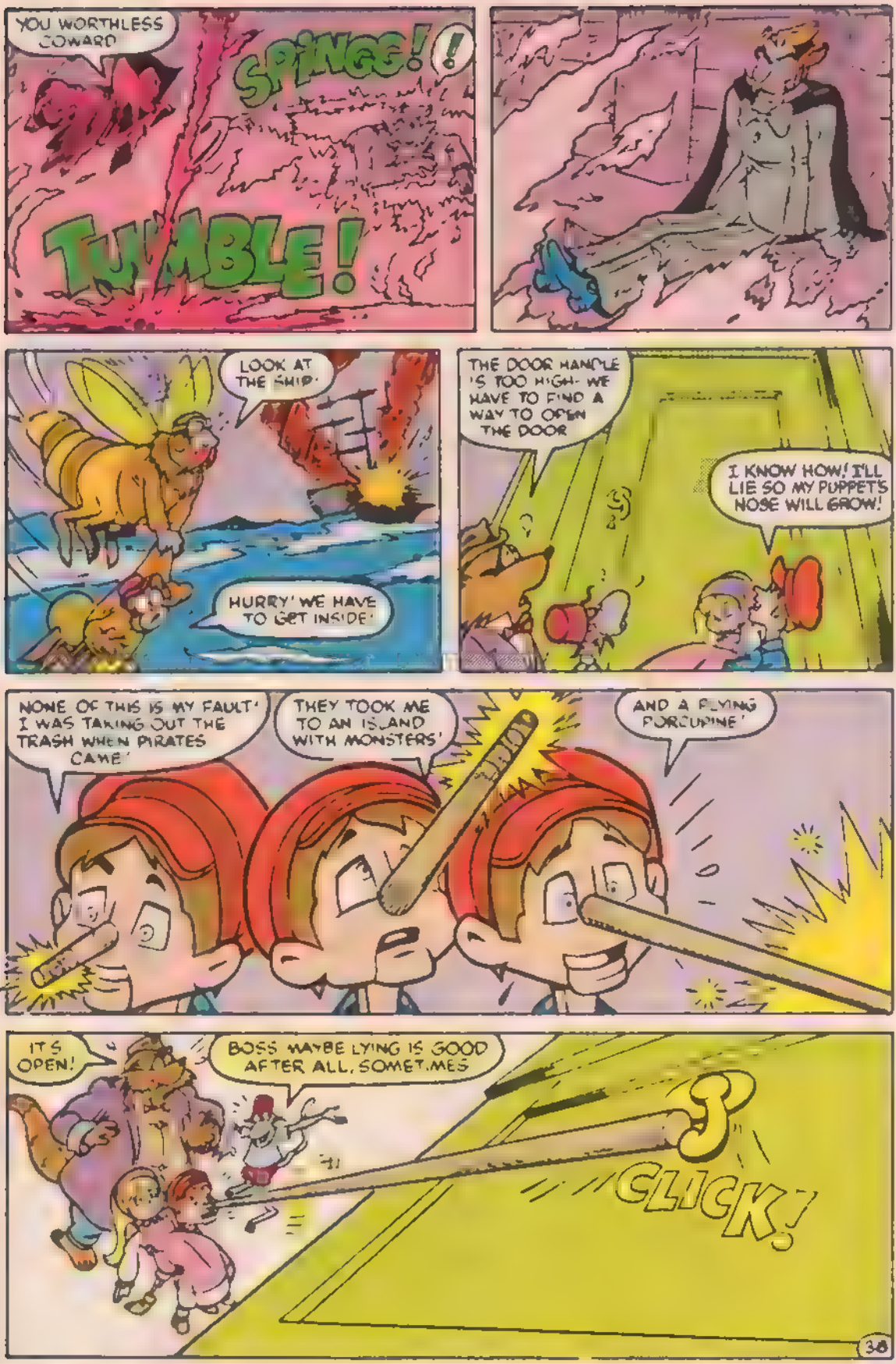
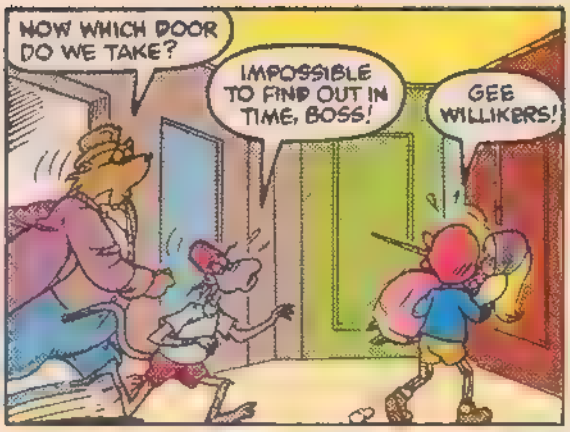
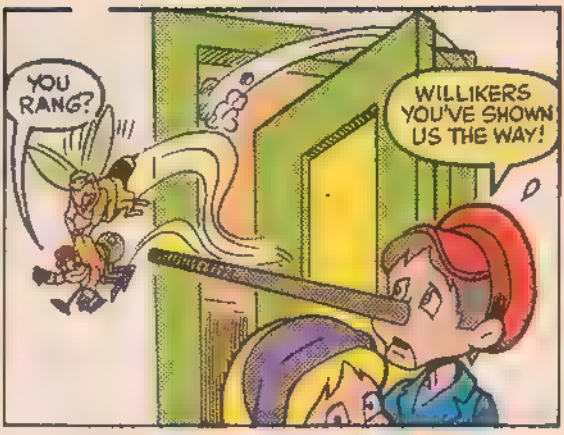
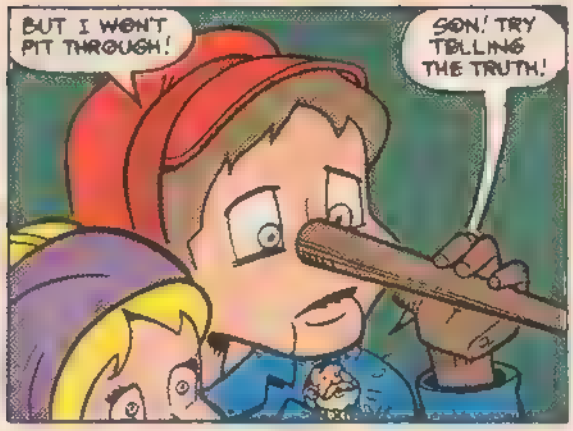
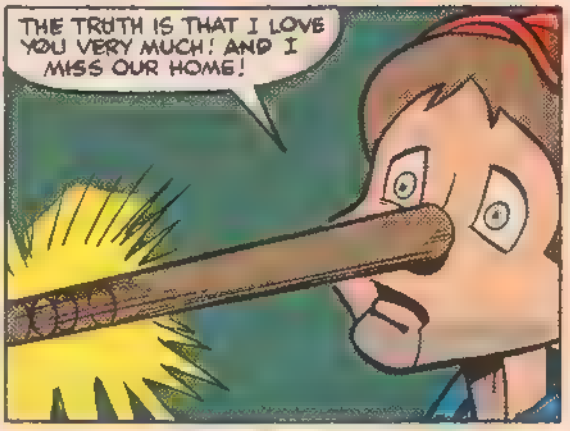
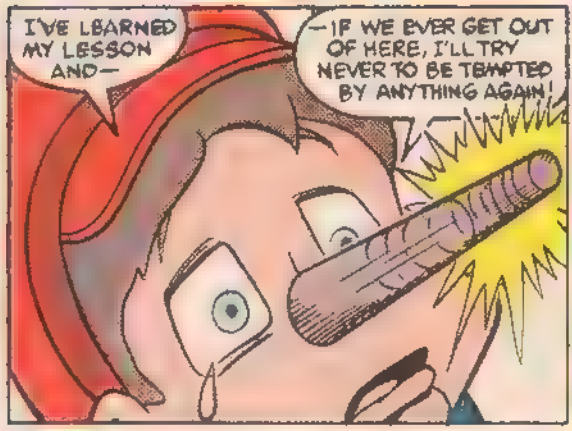

YOU WORTHLESS COWARD
SPINGG!
TUMBLE!
LOOK AT THE SHIP.
HURRY! WE HAVE TO GET INSIDE!
THE DOOR HANDLE IS TOO HIGH- WE HAVE TO FIND A WAY TO OPEN THE DOOR
I KNOW HOW! I'LL LIE SO MY PUPPET'S NOSE WILL GROW!
NONE OF THIS IS MY FAULT! I WAS TAKING OUT THE TRASH WHEN PIRATES CAME!
THEY TOOK ME TO AN ISLAND WITH MONSTERS!
AND A FLYING PORCUPINE!
IT'S OPEN!
BOSS MAYBE LYING IS GOOD AFTER ALL, SOMETIMES
CLICK!

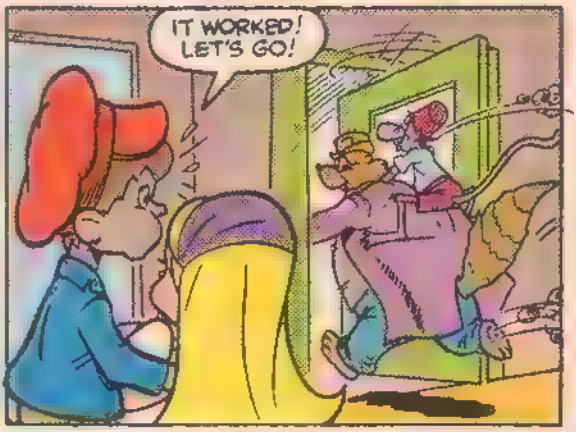

NOW WHICH DOOR DO WE TAKE?
IMPOSSIBLE TO FIND OUT IN TIME, BOSS!
GEE WILLIKERS!

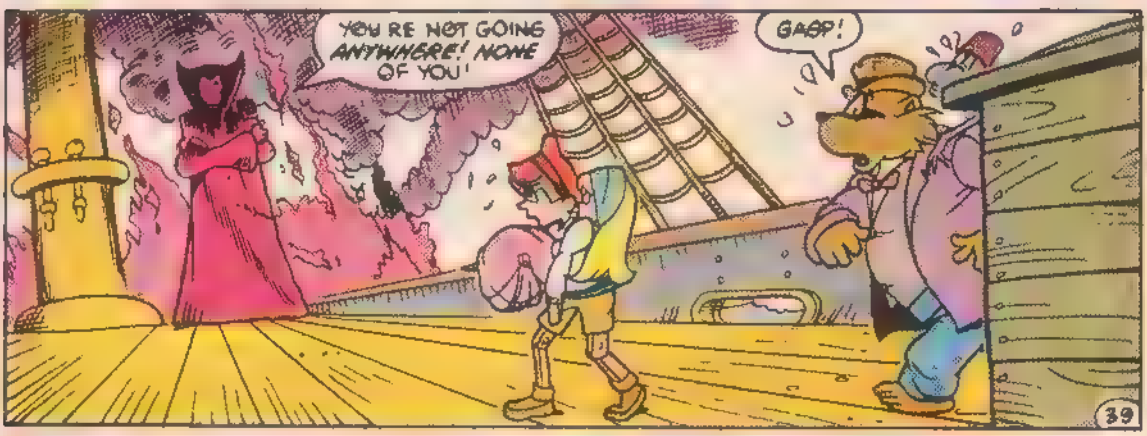

YOU RANG?
WILLIKERS YOU'VE SHOWN US THE WAY!


BUT I WON'T FIT THROUGH!
SON! TRY TELLING THE TRUTH!

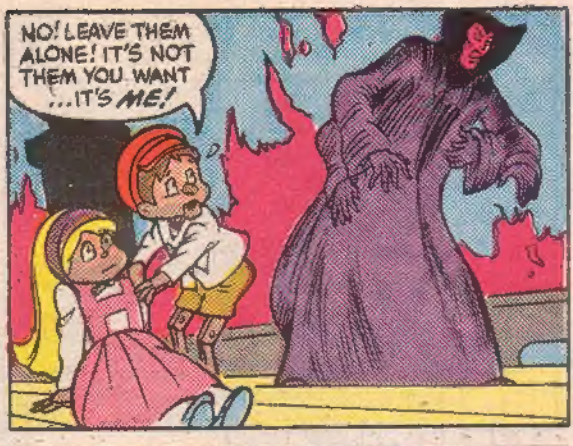

THE TRUTH IS THAT I LOVE YOU VERY MUCH! AND I MISS OUR HOME!

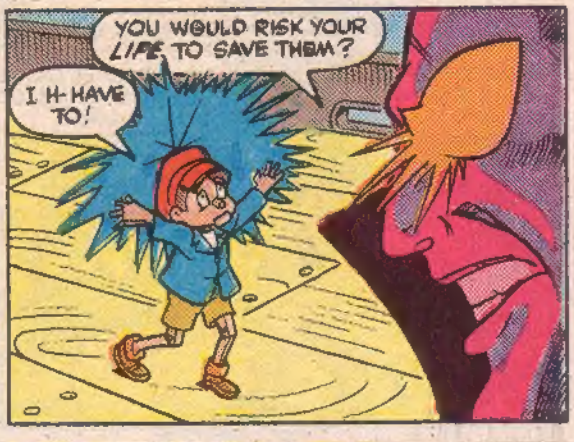

I'VE LEARNED MY LESSON AND—
—IF WE EVER GET OUT OF HERE, I'LL TRY NEVER TO BE TEMPTED BY ANYTHING AGAIN!


IT WORKED! LET'S GO!

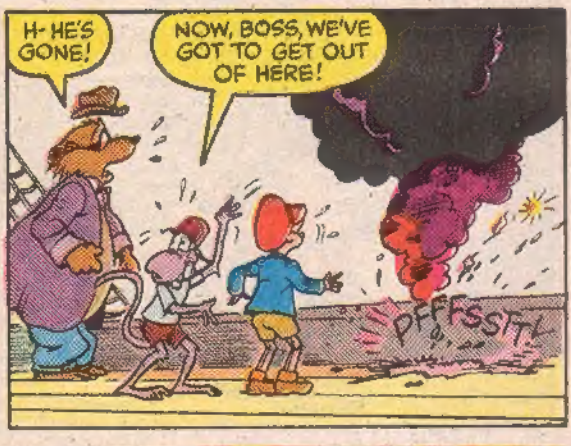

YOU RE NOT GOING ANYWHERE! NONE OF YOU!
GASP!

YOU WILL ALL BE DESTROYED WITH THIS VERY SHIP!
SWOOSH!


NO! LEAVE THEM ALONE! IT'S NOT THEM YOU WANT ...IT'S ME!


YOU WOULD RISK YOUR LIFE TO SAVE THEM?
I H-HAVE TO!

NO! KEEP BACK! YOUR BLUE GLOW!


H-HE'S GONE!
NOW, BOSS, WE'VE GOT TO GET OUT OF HERE!
PFFFSSIT!

ALL OF YOU JUMP! GET OFF THE SHIP!

NOW YOU, PINOCCHIO! THE SHIP IS ABOUT TO...

KA-BOOM!

AND NOT UNTIL THE SUN BREAKS ON A QUIET BEACH THE NEXT MORNING...
...AND A GROUP OF FRIENDS SLOWLY STARTS TO RISE...
...DOES ANYONE KNOW WHAT HAPPENED TO...
PINOCCHIO! OH, PINOCCHIO--WHERE ARE YOU?
I'M AFRAID HE GAVE HIS LIFE SO WE ALL COULD LIVE!
FATHER! IS THAT YOU?
LOOK! IT'S PINOCCHIO! HE'S ALIVE AND HE'S A REAL BOY!
LOOK! THE PUPPET TWINKLE HAS BECOME A REAL GIRL!
I HAVE BECOME MY OLD SELF AGAIN!
MY FAIRY GODMOTHER MUST HAVE FIXED IT ALL!
NO, PINOCCHIO!
IT WAS YOU! YOU BY YOUR WILLINGNESS TO SACRIFICE YOURSELF FOR YOUR FATHER!
IN FACT, I HAVE ANOTHER PRESENT FOR YOU!
NOW FAREWELL TO YOU ALL... IT'S TIME FOR YOU TO GO HOME! I'M PROUD OF YOU. YOU HAVE LEARNED WELL.
THE END

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